SILVER SURFER

SCREENPLAY
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1 EXT. THE COSMOS:

Star-streak reflections ooze over mirror-polished contours... A strapping male body, wrought of heavy-metal.

SILVER SURFER -- demi-god of the cosmos -- rides his SILVER SURFBOARD on the crest of a radiation wave, crossing outer space beyond the speed of light.

He dives to the surface of a BLEAK PLANET.

2 EXT. BLEAK PLANET:

SURFER breaks thru toxic mists, descending to find: Shadowed canyons lined with endless crude QUARRY OPERATIONS.

Master-race insectoid CYNOXIAN CREATURES brutally force thick, slow BRACTOID CREATURES to haul ENORMOUS BLOCKS of stone.

SURFER cruises low on his BOARD. We move into his cold chrome-orb eyes, joining his assessment of:

>>> SURFER P-O-V <<<: Blazing ORANGE-BROWN ENERGY PULSE around CYNOXIANS and BRACTOIDS. Wherever the violence is greatest, the ENERGY is HOTTEST. Canyon after valley, the planet crackles with this desperate LIFE-FORCE ENERGY.

A CYNOXIAN looks to the sky -- sees the INVADER -- and sends up an ALARM CHORTLE. CYNOXIANS swing crude weapons up and FIRE...

SURFER HURLS PRECISE ENERGY BEAMS from his hands, easily KNOCKING them out, as he finishes his assessment and SPEEDS away...

3 EXT. AWAY FROM BLEAK PLANET / SPACE:

SURFER streaks away from the PLANET, balanced on his trusty BOARD. Intoxicated by POWER and SPEED, he races into an EXPLODING SUPER-NOVA...

Looks like suicide, but SURFER carves an expert turn and drops in a SHOCK-WAVE GROOVE... Using its force, he accelerates outbound, heading for celestial parts unknown.

4 EXT. COLD DEEP SPACE:

SURFER slows, humbled by something TRULY AWESOME:

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5 CONTINUED:

GALACTUS reaches his MASSIVE FINGERTIPS an inch short of SURFER'S chest, drawing away ENERGY STREAMS. The process brings pain to SURFER, but pleasure to GALACTUS.

GALACTUS'S eyes come alive with SURFER'S reconnaissance images of the BLEAK PLANET: Hoards of nasty CYNOXIANS abusing BRACTOIDS, emitting thick orange-brown ENERGY.

SURFER
It hangs ripe for your picking.

6 EXT. ORBITING BLEAK PLANET:

WORLD-SHIP thunders closer, its energy EBBING LOW... Its perfect surfaces COME TO GEOMETRICAL LIFE. Dozens of hulking sub-structures -- TETRA-LITHS -- separate from it...

FIFTY TETRA-LITHS move with mathematical precision, dropping to surround the planet.

7 EXT. SURFACE OF BLEAK PLANET:

CYNOXIAN CREATURES whip BRACTOIDS to haul the huge rocks. A BRACTOID collapses; CYNOXIAN BOSS SHOVES its CORPSE off the cliff. CYNOXIAN BOSS spits bile, then notices:

Coming over the horizon, like a new SUN: A TETRA-LITH, THROBBING HYPNOTICALLY, a MASSIVE EYE in its center... An ACOUSTIC WAIL builds; dancing the sand in kaleidoscopic patterns.

CYNOXIANS and BRACTOIDS drop what they're doing, mesmerizing by the sight of IT... They go half-lidded... BROWN LIFE-FORCE ENERGY pulses VISIBLY around their numbed bodies.

TETRA-LITH PASSES with a PIERCING ROAR, SIPHONING away plasma streams of LIFE-FORCE ENERGY from every living thing and intelligent structure for MILES on either side.

CYNOXIANS and BRACTOIDS react TOO LATE, trying to RUN as their ENERGY is DRAINED... They SHRIVEL in their tracks, COLLAPSING to dust...

8 EXT. ORBITING BLEAK PLANET:

FIFTY TETRA-LITHS cover the planet's surface with machine-tool precision, consuming every ounce of LIFE-FORCE ENERGY. They complete the task and rise away -- now HOT with STOL ENERGY:

(CONTINUED)

8 CONTINUED:

Spoiled blackened PLANET -- left to the residual processes of energy digestion -- continues to rupture and devolve into itself, COLLAPSING to cinders.

ENERGY-INFUSED TETRA-LITHS re-constitute themselves into the dark WORLD-SHIP, fitting like pieces in a 3-D jigsaw puzzle.

9 INT. WORLD-SHIP INNER SANCTUM:

Inside of ship ENERGIZES from dull purple to BLAZING WHITE.

SURFER averts his eyes from the INTENSITY OF:

GALACTUS, drawing the RAW POWER into himself. He RADIATES GLORIOUSLY at the small price of another miserable planet. With a climactic spasm, he contains the ENERGY CHARGE completely inside his body. His normal appearance returns, but every molecule of his body now VIBRATES with COLOR, like LIVING CRYSTAL.

GALACTUS'S eyes open... BUZZING. CHARGED. INVINCIBLE.

With his giant hands, he scoops SURFER into a mighty double-fist. With a PRIMAL ROAR, he exhales BLAZING ENERGY into it.

GALACTUS opens his hands. SILVER SURFER rises, RECHARGED, CHROMATIC MUSCLES bulging anew, RAINBOW AURAS pulsing off MIRROR-METAL SKIN.

GALACTUS
GO, MY SURFER! GO FORTH AND DELIVER ME MORE!!!

CHAMBER CEILING yawns open to the stars.

SURFER beckons with a firm hand:

SURFER
To me board!

His SILVER SURF-BOARD circles to slide under his feet. SURFER plants on it low and ROCKETS off GALACTUS'S palms, soaring into the heavens with a QUANTUM BOOM.

10 INT. CRUDDY VAN - TRAVELING NYC STREETS - NIGHT.

Eyes pop open. The canny, hungry eyes of a girl named KAT. She's sixteen, raised by the streets. Looks like she's slept in her clothes.

(CONTINUED)

10 CONTINUED:

She's jostling on a sagging mattress in the back of a battered VAN.

REZ
I said WAKE UP.

REZ is a crafty punk, a few years older than KAT. He drives, cigarette on his lip, scoping the streets.

KAT sits up, groggy.

KAT
Thought we were getting something to eat?

REZ
Opportunity knocks, Baby Doll, you answer the door.

A wiry female accomplice -- BLISSY -- rides shotgun, slipping a crowbar in her jacket.

BLISSY
Here it is. Stop.

11 EXT. DARK ALLEY - NIGHT.

LEGEND: "NEW YORK CITY - THE NEAR FUTURE"

REZ stops the van; he and BLISSY hop out. REZ tugs KAT into the driver's seat.

REZ
Keep it running, Baby. You're the best.

KAT
Don't take forever this time.

BLISSY
You leave us, you're dead.

REZ
Be cool. We're out clean in seven minutes, Alley Kat. After, we'll get some food.

He throws KAT a crooked smile, strokes her cheek, pokes his cigarette into her lips. Van doors slam, KAT is left alone at the wheel.

(CONTINUED)

11 CONTINUED:

She drags on the cigarette, checks the rear-view mirror: In the alley shadows, REZ and BLISSY set about breaking open a door.

KAT
Come on, come on...

Heartbeats later, KAT JOLTS. Van's REAR DOORS CRUNCH OPEN -- REZ and BLISSY shove in arm-loads of electronics merchandise, hurrying back for more.

KAT'S fingers grip the wheel, sweaty, counting seconds.

An ALARM GOES OFF INSIDE the store.

KAT
Shit.

She throws the transmission in gear, revs the gas, ready to pop the clutch on split-second notice.

REZ and BLISSY appear with more speakers and CD players, heaving them in. They run back for another load.

KAT
No. Let's GO.

REZ
STAY THERE. We got time.

KAT'S heart pounds, seconds become hours. REZ and BLISSY are nowhere in sight.

Lights hit KAT'S face. RED AND BLUE. NYPD CAR surges DOWN the ALLEY. SIRENS WAIL.

KAT YELPS.

REZ and BLISSY shove in final double-load and leap in. REZ pulls a CHEAP HANDGUN.

REZ
GO! BACK UP!

But KAT pops the CLUTCH and SCREAMS FORWARD, SIDE-SWIPING the NYPD CAR.

REZ
STUPID LITTLE --

(CONTINUED)

11 CONTINUED:

REZ stoves KAT against the driver's door, grabs the wheel. He FLOORS IT, SCREAMING AWAY, as the NYPD CAR TURNS in HOT PURSUIT.

12 EXT. LOWER EAST SIDE STREETS - NIGHT.

VAN fish-tails onto the street, spilling SPEAKERS and CD PLAYERS out the back -- NYPD CAR noses out of alley, SIRENS BLAZING, blocked by traffic.

13 INT. VAN - TRAVELING - NIGHT.

REZ pauses the van, LIVID. He opens the driver's door and SHOVES KAT out.

KAT
NOOO!

She clutches the door, but REZ throws her off and hits the gas.

14 EXT. LOWER EAST SIDE STREETS - NIGHT.

Van SCREAMS away, KAT tumbles on the street. She recover clutching her wrist in PAIN. She sees, coming at her:

Side-swiped NYPD CAR, joined by TWO FRESH COP CARS.

KAT RUNS LIKE HELL down a narrow walk-way.

FRESH COP CARS RACE after the VAN. Side-swiped NYPD CAR grinds to a halt, two OFFICERS HOP OUT and PURSUE KAT ON FOOT.

15 EXT. EAST SIDE ALLEY / KRAVE KAVE CLUB - NIGHT.

UPSCALE CLUBBERS clog the door of a LOUD DANCE CLUB.

KAT flies around a corner -- breathless -- glancing back at PURSUING FOOT COPS. She ducks into the CLUB CROWD, crawls between legs, sneaks thru the door.

DOOR BITCH grabs KAT by the hair, yanks her up.

DOOR BITCH
Raymond, got us a cockroach.

BOUNCER moves to eject KAT. She KICKS DOOR BITCH in the shin, plunging inside the PACKED CROWD.

(CONTINUED)

15 CONTINUED:

FOOT COPS ARRIVE -- hastily scanning SIDEWALK CROWD -- then continue down the alley.

16 INT. KRAVE KAVE CLUB - NIGHT.

Screaming LIVE BAND. Strobing, flashing, smoky dance-scene. Shoulder-to-shoulder UPSCALE CLUBBERS, carefully-quaffed and adorned to look strung-out.

KAT squeezes thru, out of breath, getting dismissing stares from CLUBBERS. She glances back at the entrance. Seeing no cops or bouncers, she slips to the bar and plucks pretzels from a basket. Noticing loose CASH -- a bar tip -- she snatches it up too, in a slick unobserved move.

KAT ducks to a corner where she can lie low. Catching her breath, she eats pretzels voraciously.

17 EXT. LONG ISLAND / MULTREX COMPOUND - NIGHT.

Quiet. Wooded. Rolling hills. In the distance, silent: Queens. On the horizon: Manhattan's jeweled skyline.

LEGEND: "NEAR WIGGENHURST, LONG ISLAND"

Dropping thru thick woods, we find: A brightly lighted high-security perimeter around shabby industrial buildings and a water tower. A guard-house has a discreet sign:

"MULTREX INDUSTRIES"

The place springs to life. No sirens, but SECURITY AGENTS and ARMED GUARDS scramble out -- surprising well equipped -- searching the place hotly. Among them: Security chief, DETWEILER; shift supervisor, KEEL; a thug guard, RUSSBACK.

KEEL
How RedBoy got past the checkpoint, beats the hell out of me --

DETWEILER
Keel.

KEEL
Sir.

DETWEILER
Any idea what corporate does to <u>my ass</u> if they knew <u>you</u> let RedBoy get away?

(CONTINUED)

17 CONTINUED:

KEEL swings his rifle night-scope, locking on a view above them: A HUMAN FIGURE on top of the water tower.

KEEL
That's not going to happen, Sir.

They rush the water tower, where an electronic lock has been hot-wired with a tiny circuit board.

GUARDS converge at the tower, as KEEL, DETWEILER and RUSSBACK scale its ladder. Around them spreads a dizzying panorama of moonlit ocean on one side and greater New York City on the other.

They climb over the sloped tank edge to discover: A ten-foot circle of scientific gear has been temp-rigged in the center, crowned by FIVE gas-cooled TRANSDUCERS.

DETWEILER
RedBoy!

A teen lab-rat, LEXI, wanders along the opposite edge, swinging a sensor linked to his laptop computer. LEXI is Russian, extremely intelligent, with an attitude.

RUSSBACK charges, tackling LEXI to safety.

LEXI
Hey! Get off me asshole!

DETWEILER
Little Bolshevik turd. Slip out of your cage one more time, I ship you back to the Motherland. They'll have you digging out Chernobyl with your bare hands.
(to KEEL)
Get this gear back to the lab.

LEXI
This is typical of scientific progress. I am about to make history, guys like you want to cover your fat asses.

LEXI stands his ground, defiant. DETWEILER steams, glancing over the equipment.

DETWEILER
What are you attempting to do with this?

(CONTINUED)

17 CONTINUED:

LEXI
Stretch the time-space continuum into a vortex which will condense cosmic radiation by a factor of six billion.

DETWEILER, KAT and RUSSBACK are blank-faced.

LEXI
Electricity from outer space, fellows. You could watch ESPN and eat microwave popcorn for the rest of your lives for free.

RUSSBACK
Sounds okay to me.

DETWEILER
Will it make noise or light? Radio disturbance?

LEXI
Nothing measurable.

DETWEILER
All right... Make history. You got two minutes.

While LEXI finishes rigging, KEEL lights a cigarette. DETWEILER signals the GUARDS below to sit tight.

LEXI moves to his control unit, runs a mental check-list. His finger pauses over the "ENTER" key.

LEXI
Einstein, smile on me.

Down goes the button. Sequence activates: 1) Frosty GAS hisses into TRANSDUCERS. 2) Shields drop inside CANISTERS. 3) Canister cores SPIN to a blur...

A CHARGED FIELD excites between the five TRANSDUCERS. STATIC ELECTRICITY hums. Everybody's hair, ties and lapels stretch toward it. KEEL'S cigarette points at it like a compass needle, smoke streaming horizontal.

LEXI
Excellent...

(CONTINUED)

17 CONTINUED:

A narrow FUNNEL of KALEIDOSCOPIC DISTORTION rises upward. It shimmers the view of the ocean beyond, and twists distant points of starlight.

Tiny luminous particles race down the funnel matrix. Voltage meters rise. A toy merry-go-round is plugged into it, with Simpsons action figures strapped on the horses. It begins to spin.

LEXI rises with wide eyes, on the verge of Something Big only he can truly comprehend.

LEXI
Look at it! LOOK! Do you know what you are SEEING?!

DETWEILER and RUSSBACK exchange looks -- hair pulled to the side -- marginally impressed. KEEL'S cigarette slips out of his lips, sucked into the funnel. It distorts into a geometric squiggle.

18 EXT. DEEP SPACE:

Whisper quiet. Moving beyond light speed. We drop to observe the SILVER SURFER, riding his BOARD on a current of COSMIC ENERGY. Sensing something, he slides to a halt.

SURFER'S CHROME EYES SCAN. Off to one side, he sees: From an obscure point of light, a thin DISTORTION FUNNEL rises to infinity. It looks like an upstart version of the World-ship's kaleidoscopic interior.

Deeply intrigued, SURFER drops low on his BOARD and builds INCREDIBLE SPEED toward the FUNNEL'S source... Past mightier galaxies, he finds the mundane MILKY WAY... - Heading to its dimmer outer reaches, where the FUNNEL'S ORIGIN is marked by a middling star.

SURFER alters his vision, tuning to the electro-magnetic emissions of his strange destination. He surfs against a continuum of energy "screens" which coalesce into GHOSTLY TELEVISION IMAGES.

SURFER skims over "channel-layers", a reverse-chronological blast of EARTH TV: Howdy-Doody, Perry Mason, Dallas, Cosby, Melrose Place, X-Files...

SURFER grows fascinated by the images: MORTAL BEINGS so alien, yet so much like himself... It's the ultimate CHANNEL SURF, cut short by:

18 CONTINUED:

An INFERNO: The SUN'S RAGING SURFACE... SURFER drops into a ROILING MAELSTROM of SOLAR FLARES... Hangs ten thru SWELLING TUBES of RADIANT ENERGY... Using the bounce to GAIN SPEED toward the planetary point-source of the DISTORTION FUNNEL:

>>> SURFER P-O-V <<< Coming to Earth, rounding the dark side: EARTH GLOWS HOT with veins of LIFE-FORCE ENERGY... Most striking: The DISTORTION FUNNEL, rising from a point near NEW YORK CITY.

SURFER -- excited by his discovery -- drops INSIDE the FUNNEL to investigate...

But he is SUCKED UNEXPECTEDLY DOWNWARD. Space BENDS, stars SPLINTER, Earth's image FRAGMENTS into KALEIDOSCOPIC SHARDS.

SURFER, caught off-guard, catches his BOARD on the funnel edge, but he's pulled DEEPER, FASTER... ENERGY PLASMA STREAMS off HIM and his BOARD, sucked down the funnel ahead of them.

19 EXT. MULTREX - TOP OF WATER TOWER - NIGHT.

SILVER ENERGY STREAMS COLLECT at the funnel tip, bringing LEXI'S device to ACCELERATE WILDLY. Transducers SHUDDER and OVERLOAD. Merry-go-round WHIRLS like a top, Bart Simpson flies off his horse --

DETWEILER
SHUT IT DOWN!

LEXI is captivated by this unanticipated SILVER ENERGY; he wouldn't dare stop it now.

20 EXT. HIGH IN THE FUNNEL:

SURFER DROPS with FATAL SPEED, ENERGY DRAINING FAST. He tries a desperate escape maneuver, but is THROWN OFF HIS BOARD. Separated, they tumble DOWN...

21 EXT. MULTREX - TOP OF WATER TOWER - NIGHT.

DETWEILER pulls a PISTOL and SHOOTS the CONTROL UNIT.

LEXI'S rig STAMMERS LOUDLY and OVERLOADS.

DISTORTION FUNNEL breaks down. A DISC of SILVER MIST EXPLODES across the compound, nearly throwing DETWEILER off the tower...

(CONTINUED)

21 CONTINUED:

Then -- just as suddenly -- all returns to dark serenity.

DETWEILER
"NOTHING MEASURABLE"!

22 EXT. NEW YORK CITY FROM 20,000 FEET - NIGHT.

Two INCANDESCENT PROJECTILES streak toward EARTH.

23 EXT. MULTREX - TOP OF WATER TOWER - NIGHT.

RUSSBACK
Boss! He shot something down!

He point. Two PROJECTILES arc toward Manhattan.

DETWEILER
GET THIS CRAP BACK IN THE LAB NOW!
THIS NEVER HAPPENED!

24 EXT. EAST RIVER HARBOR - NIGHT.

TWO DOCK-WORKERS DIVE CLEAR, as the WHITE-HOT BOARD PUNCHES into a DOCKED FREIGHT SHIP. STEEL CONTAINERS SPLAY, FIREBALLS ERUPT.

SECOND PROJECTILE heads for LOWER EAST SIDE MANHATTAN.

25 INT. KRAVE KAVE - NIGHT.

KAT'S PANIC RENEWS: The TWO FOOT COPS cross the dance-floor with the BOUNCER, checking faces.

KAT ducks into the CROWDED LADIES ROOM.

26 INT. KRAVE KAVE LADIES ROOM - NIGHT.

KAT edges past more beautiful, better-dressed CLUB LADIES... She shuts herself in a stall and scrunches on top the toilet... Shaking like a leaf, she prays she won't spend the night in jail.

27 EXT./INT. STREETS / BUILDINGS - NIGHT.

Second PROJECTILE PUNCHES diagonally thru a GLASS TOWER -- straw thru a potato -- then SMASHES into the KRAVE KAVE BUILDING, CRASHING thru offices, floors --

28 INT. KRAVE KAVE - NIGHT.

SMASH--! Club ceiling EXPLODES open, PROJECTILE CRASHES behind the bar, GLASS and MIRRORS SHATTER.

CLUBBERS
BOMB! BOMB!

CLUBBERS PANIC, rush the exits.

29 INT. KRAVE KAVE LADIES ROOM - NIGHT.

In the stall, KAT covers her head, the concussion rains down ceiling plaster... She shoves the stall door, but it's jammed by debris. She climbs on the stall wall, struggling to see thru dust-filled air. A small cut oozes blood down her hairline.

30 INT. KRAVE KAVE - NIGHT.

The last SCREAMING CLUBBERS evacuate... Fallen dance-lights spill color thru destruction.

KAT steps over debris, out of the ladies room, bloodied forehead, coughing dust. She looks up, astonished:

A series of holes are ripped thru ten floors, with nothing but stars beyond. Impact trail points to the splintered bar. Behind it, there's a RED GLOW... And the sound of clicking HOT METAL.

KAT is amazed to see, as smoke clears to reveal:

SURFER lies in a heap -- cooling from RED-HOT -- his eyes clenched in agony. He struggles in vain to lift away a STEEL GIRDER which has PUNCTURED his ABDOMEN.

His body dims to scorched and pitted metal, like a meteorite. Black crust flakes off, revealing the MORTAL FLESH of a LIVING MAN. SILVERY-CRIMSON BLOOD oozes up around his abdominal puncture.

KAT, astounded, acts on instinct:

KAT
HELP! There's somebody HURT BAD in here!

The street is loud with chaos. Sirens approach.

SURFER'S head rolls back, his eyes fall open. Irises fade from metallic-foil to organic tissue. Glazed and distant, his gaze lands on KAT.

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30 CONTINUED:

>>> SURFER P-O-V <<< Kat's aura is flowing white with dark streaks, like a tarnished angel.

KAT rushes to raise the girder off him. It's futile.

KAT
Hang on. Help is coming...

At first repulsed, she is then captivated by a desperate radiance in SURFER'S now-mortal eyes. He reaches out a hand... She takes it. A BURST of ENERGY rushes between them. KAT gasps, her eyes jolt shut:

31 KAT / SURFER MENTAL P-O-V:

GALACTUS'S WORLD-SHIP arrives above Earth, deploying its lethal array of TETRA-LITHS.

SUBURBAN STREET: A TETRA-LITH drains energy for miles around, proceeding with impersonal precision. PARENTS and CHILDREN drop to their knees, mesmerized by the sight of it.

COUNTRYSIDE: A TETRA-LITH moves over pastoral landscape, sucking ENERGY out of COWS, CORNFIELDS, RIVERS and BARNS.

EARTH FROM ORBIT: QUIET HELL, as Earth's surface is combed by the TETRA-LITH destruction. WORLD-SHIP hangs over it all, watching in benign silence.

CITY STREET: PEOPLE run too late, as their ENERGY is SUCKED AWAY and they shrivel to dust. Among them:

KAT, her eyes fighting to waken from the purple hell of alien anesthesia...

32 INT. DESTROYED KRAVE KAVE - NIGHT.

KAT'S eyes snap open. She's breathless and terrified.

SURFER
It is future which need not come...
I can help you avoid it... Get me
sustained gamma 592 radiation...
Gamma 592 or higher, or this mortal
body will die...

His eyes drift shut, his hand falls limp. His blood drains thinner and loses its metallic sheen, becoming mortal crimson.

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32 CONTINUED:

FIRE-FIGHTERS hustle in, flashlights swinging.

KAT leaps out of darkness, clawing at them:

KAT
OVER HERE! GET IT OFF HIM! DON'T LET HIM DIE!

Arriving behind the FIRE-FIGHTERS: The TWO FOOT COPS, who -- gotcha -- seize KAT by the arms.

33 EXT. EAST SIDE STREETS - NIGHT.

Wailing COP CARS lead an AMBULANCE against traffic.

Across the East River, the FREIGHT SHIP is rocked by EXPLOSIONS and begins to sink.

34 INT. TRAUMA CENTER - NIGHT.

SURFER/GURNEY is raced in by PARAMEDICS; TRAUMA TEAM rushes to evaluate. KAT enters close behind, her head bandaged, the TWO COPS at her elbows.

PARAMEDIC
Gross puncture to abdomen, C-spine is stabilized --

KAT
He needs gamma 592 radiation or higher --

PARAMEDIC 2
I got a pressure of 280 over 140, but that's gotta be wrong. EKG is plain bizarre.

KAT
You need to give him <u>sustained gamma 592</u> --

TRAUMA SURGEON
Are you his wife?

KAT
He was conscious, he told me he needs SUSTAINED GAMMA 592 RADIATION!

RADIOLOGIST
Gamma 592 would kill him.

(CONTINUED)

34 CONTINUED:

TRAUMA SURGEON signals COPS to remove KAT.

KAT
He's not a normal human - - He was METAL! He fell from the sky --! The world is about to be destroy by some Conqueror from outer space! This guy knows how to stop it!

TRAUMA SURGEON
Jesus, GET HER OUT OF HERE.

COPS drag KAT away kicking and screaming.

TRAUMA SURGEON
Alert med-surg, get him up to the O.R. now.

MEDICAL TEAM speeds SURFER/GURNEY in the other direction.

35 INT. TREATMENT ROOM - NIGHT.

COPS toss KAT on a bed, strap her wrists and ankles.

KAT
HE CAN'T DIE! LET GO OF ME!

She strains, snagging the sympathy of a matronly NURSE.

KAT
It sounds stupid, but please, talk the doctors into giving him gamma 592 radiation.

NURSE leans close, touches KAT'S arm. Smiles.

NURSE
Sugar, calm down, we'll check that bump on your head... And I promise, I'll get on the phone right away, get the Chaplain down here for you.

KAT BUCKS and SCREAMS. COPS view her with contempt.

36 INT. OPERATING ROOM - NIGHT.

Gowned-and-masked SURGEONS and NURSES prepare for surgery, swinging LIGHTS onto SURFER'S mangled chest. ANESTHESIOLOGIST administers I.V. solutions; brain-waves settle, heartbeat stabilizes.

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36 CONTINUED:

ANESTHESIOLOGIST
He's all yours.

TRAUMA SURGEON
Incisions here and here. Widen the puncture so we can get a better look.

NURSE swabs antiseptic. SURGEONS insert scalpels.

THORACIC SURGEON
Retractors. Increase pressure. God, look at this mess... Radiology, you here? I need film on upper thoracic.

RADIOLOGIST loads a film plate into the operating table. Positions an X-RAY HEAD above SURFER.

RADIOLOGIST
Clear.

TEAM moves behind an X-Ray barrier, bloody gloves in the air. RADIOLOGIST fires a remote button.

FLASH! X-RAY BURST -- SURFER'S EYELIDS FLINCH.

>>> SURFER P-O-V <<< High-energy AFTER-IMAGE of operating lights, ceiling and WHITE-HOT X-RAY HEAD.

SURFER'S BLOOD - CLOSE: Metallic flecks precipitate in crimson fluid. Metallic clots form.

RADIOLOGIST
Second shot.

He adjusts the X-RAY HEAD. Alarm beeps: Strip-chart shows rising brain-wave activity.

ANESTHESIOLOGIST
He's coming up.

TRAUMA SURGEON
Take him down.

ANESTHESIOLOGIST dials up inputs. Brain-waves settle. TEAM crowds behind X-RAY barrier again. RADIOLOGIST fires second X-RAY BLAST.

SURFER'S FINGERS TWITCH. EYES FLINCH. Strip-charts dance, monitors bleep.

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36 CONTINUED:

ANESTHESIOLOGIST
He's coming back up!

TRAUMA SURGEON
Damnit, PUT HIM DOWN.

ANESTHESIOLOGIST cranks inputs to FULL, bringing SURFER'S brain-waves down once more. SURGICAL TEAM reassembles around SURFER'S BODY...

THORACIC SURGEON
Is he toxic? Look at this blood!

SURFER'S blood shimmers oily-metallic. Abdominal organs begin to SHIFT. Operating lights flicker and dim. Confusion mounts.

TRAUMA SURGEON
GET SOME LIGHT ON THIS!

SURGEON plunges his hands into the wound mass.

THORACIC SURGEON
Vacuum this liquid!

SURFER'S brain-waves RISE AGAIN. Monitors SCREAM.

TRAUMA SURGEON
TAKE HIM DOWN!

ANESTHESIOLOGIST
I GOT NO MORE TO GIVE!

SURFER'S damaged tissue shimmers metallic... Incisions begin to SPONTANEOUSLY HEAL, cramping SURGEON'S HANDS.

THORACIC SURGEON
Cut me some room!

TRAUMA SURGEON slices flesh with scalpel, but the incision CLOSES behind it. SURGEON KEEPS SLICING, until the METALLIC sheen fades and tissue finally remains apart.

ANESTHESIOLOGIST
God-damnit! What kind of P.C.P. is this guy ON?!?

Brain-waves BUZZ off the chart --

SURFER'S EYES POP OPEN. IRISES THROB METALLIC.

(CONTINUED)

36 CONTINUED:

SURFER'S hand SNAPS UP, GRABS SURGEON'S WRIST, PLUCKS scalpel clear of his abdomen.

SURFER BOLTS UPRIGHT --

SURGICAL TEAM SHITS BRICKS -- TRAYS of INSTRUMENTS CRASH -- MONITORS WAIL -- LIGHTS FLASH and FAIL --

SURGEONS rush to RESTRAIN SURFER -- He THROWS THEM OFF, YANKING TUBES out of his NOSE and THROAT --

TRAUMA SURGEON
GET SECURITY UP HERE!

>>> SURFER P-O-V <<< CHAOTIC ENERGY PATTERNS, as SURGICAL TEAM PANICS. Above: Dimming X-RAY HEAD.

SURFER grabs X-RAY HEAD, aims it at himself, but can't make it work. He swings off table, clutching his OPEN ABDOMEN --

A SURGEON blocks the exit, clutching a SCALPEL. There's a stand-off. SURGEON blinks first, drops SCALPEL and BOLTS.

37 EXT. SURGERY CORRIDOR - NIGHT.

SURFER RUNS from the OPERATING ROOM, naked, dragging surgical dressings -- fighting MORTAL PAIN -- clutching his organs inside his own OPEN ABDOMEN. He presses thru the corridor, lights FLICKERING and DIMMING as he goes.

>>> SURFER P-O-V <<< A screaming confusion of energy-patterns: PATIENTS and STAFF SCATTERING in PANIC. Acoustic waves, light waves, electro-magnetic, infrared, all at once. SURFER spots the HOTTEST energy source:

Electrical WIRES running inside walls.

SURFER gropes walls and outlets, but can't get his hands on the energy. He follows HOT TRAILS into a waiting area, coming upon a BLAZING HOT <u>TELEVISION</u>.

RESUME NORMAL VIEW of WAITING ROOM:

OLDER COUPLE is mortified: MAN FREEZES, LADY RUNS.

SURFER TOUCHES T.V. screen, fingertips going metallic. But it's only a tiny dose. He SMASHES the screen, jams his hands inside. RADIANT ENERGY bursts over his arms and torso, exciting metallic patches. His torn abdomen heals slightly more, but --

(CONTINUED)

37 CONTINUED:

ELECTRICAL CIRCUITS OVERLOAD and SHUT DOWN.

38 INT. TRAUMA ROOM - NIGHT.

KAT chafes in her restraints. SECURITY GUARDS scramble past, alerting the TWO COPS.

GUARD
Got a nut loose on 12th floor!
Bolted off the operating table!

COPS rush to accompany GUARD. KAT strains to see across the corridor, to a glassed-in security office:

Among surveillance monitors, one clearly shows SURFER, holding his abdomen, scaling stairs. Monitor caption: "15th Floor West".

KAT recognizes SURFER, stunned. She squeezes a hand out of one restraint, unbuckles the others.

SECONDS LATER:

HOSPITAL CHAPLAIN arrives, bible in hand. He's puzzled: Kat's bed is empty.

39 INT. STAIRWELL - NIGHT.

KAT rushes up steps, as PATIENTS and STAFF evacuate downward.

40 INT. 15th FLOOR SERVICE CORRIDOR - NIGHT.

SURFER clutches his gut, scanning the dark corridor. Dumps over a bin labeled: "DANGER - RADIOACTIVE WASTE"

>>> SURFER P-O-V <<< Discarded bottles, syringes and tubes emit DIM RADIOACTIVE GLOWS. But it's not enough.

SURFER keeps moving. Scanning. Stops.

>>> SURFER P-O-V <<< A THICK CABLE PULSES HOT inside a conduit, running upward beside a service ladder.

41 INT. HOSPITAL STAIRWAY / 15th FLOOR - NIGHT.

KAT runs from the stairwell, dodging ALARMED PATIENTS. She spots a trail of METALLIC-BLOODY FOOTPRINTS and follows them thru swinging doors, around a corner.

42 INT. 15th FLOOR SERVICE AREA - NIGHT.

KAT tracks metallic blood thru an inner door. Glimpses: SURFER, climbing up the service ladder.

KAT pivots. Thru swinging double doors: The TWO COPS hustle her way. She ducks thru inner door, swings it shut.

COPS burst in swinging doors, try inner door. Locked. One peers thru its window. Inside door: KAT cowers below the glass port. COP can't see her, or much of anything else.

COPS hustle away. Shadows clear.

KAT crabs along the floor, going for the service ladder.

43 EXT. HOSPITAL ROOF / MANHATTAN ROOFTOPS - NIGHT.

SURFER emerges onto the roof, clutching his open abdomen.

>>> SURFER P-O-V <<< CITY PANORAMA is a confounding mass of energy-pulsing psychedelia. Like a thousand voices talking at once.

SURFER spots CONDUIT rising onto the roof, CABLE inside it GLOWING HOT. He tracks it thru roof equipment -- cutting his mortal feet on broken glass -- coming to a chain-link barrier. Warning sign: "DANGER! DO NOT ENTER! HIGH-ENERGY MICROWAVE EMISSIONS!"

Conduit connects to a MICROWAVE DISH, which BLAZES a BEAM of VIBRANT BLUE ENERGY into the night sky.

SURFER rattles locked gate. Struggles to climb.

44 EXT. SERVICE LADDER / HOSPITAL ROOF:

KAT scales onto the roof. To her, it's nothing but dark air-handling equipment, pipes and wires. She searches the windy maze, coming around a corner. She stops cold, beholding:

SURFER, against the night sky, perched on the upper edge of a SIGN GANTRY POST. He is standing perfectly straight, torn abdomen exposed DIRECTLY to the MICROWAVE BEAM. DISTORTION WAVES reach off his body toward the dish; his skin shimmers in patches of METALLIC SILVER.

KAT clutches chain link, watching in awe as:

SURFER'S mangled abdomen momentarily becomes METAL and HEALS.

(CONTINUED)

44 CONTINUED:

MICROWAVE DISH stammers, OVERLOADS, goes dead.

SURFER'S skin fades from METAL to MORTAL FLESH, but it remains FULLY HEALED. His eyes come open. He looks down at KAT. Irises shimmer from metallic foil to living tissue.

>>> SURFER P-O-V <<< KAT, surrounded by her distinctive 'tarnished angel' aura.

Assessing her as no threat, SURFER turns his gaze across Manhattan. Raises a hand to the sky:

SURFER
TO ME... BOARD!

His voice echoes. Nothing happens.

45 EXT. HARBOR / SINKING FREIGHT SHIP - NIGHT.

FIRE BOATS hose the smoldering, half-sunken FREIGHT SHIP.

FBI pop up in the water, AGENTS cluster, as a CRANE hoists SOMETHING out of the water.

A hard-nosed mid-fifties LEAD AGENT -- LT GAMMAGE -- steps in for a closer look. The recovered "projectile" is Surfer's BOARD, charred and twisted, looking more pewter than silver. It is SPLIT down its length, nearly in half. Lifeless.

LT GAMMAGE, stumped, swallows coffee and signals his AGENTS to load the BOARD in a truck.

46 EXT. HOSPITAL ROOFTOP - NIGHT.

SURFER
TO ME BOARD!

KAT can't take her eyes off this strange guy.

KAT
Hey, I tried, they wouldn't listen to me!

SURFER does not acknowledge.

KAT
Oh, now you don't need help anymore, you're gonna just leave??

(CONTINUED)

46 CONTINUED:

Again, no response. SURFER notices something coming at him mid-air thru the urban canyons...

A NEWS HELICOPTER.

47 INT. NEWS CHOPPER - AIRBORNE - NIGHT.

Infrared camera scans rooftops, locates SURFER on the hospital sign. His figure registers BLAZING BLACK, blowing out the screen like a smart-bomb hit.

NEWS JERK
That's gotta be him! Walked away from the operating room! Hey, look, he's gonna JUMP! Roll tape!

48 EXT. HOSPITAL ROOFTOP - NIGHT.

NEWS CHOPPER sweeps a SEARCH BEAM onto SURFER.

SURFER pivots to face the CHOPPER. Spreads his arms. His body absorbs the SEARCH BEAM ENERGY. A BLACK DISTORTION CORE races off his body, up the beam, to the CHOPPER.

CHOPPER'S electrical system falters. Controls fail, engine WHINES.

CHOPPER swerves OUT OF CONTROL, heading directly at SURFER. He JUMPS off sign gantry -- CHOPPER PWAPS PAST, diving to avoid impact.

SURFER hits the roof hard, crashing down the chain-link fence. KAT rushes to him. He fights PAIN, cursing his mortal body.

KAT
Mister, I don't know where you're from, but you can't do that kind of thing around here. You want to get killed?!

SILHOUETTES hustle across the roof: It's the TWO COPS, anger up, pistols ready. COP 1 brings his aim onto KAT.

COP 1
STAND UP SLOW. HANDS IN WHERE I CAN SEE THEM.

KAT stays with SURFER, won't move. SURFER'S eyes fix on the COPS.

(CONTINUED)

48 CONTINUED:

>>> SURFER P-O-V <<< COPS have dirty-blue energy fields, guns glow orange, bullets inside are granular red.

SURFER
This world will come to an end unless you allow me to help you.

COP 1
Yeah, maybe your world's coming to an end.

KAT
He's not crazy, but we need to talk to somebody important like the mayor or --

COP 2
GET UP!

COPS pull out handcuffs, but pause. Something bizarre is happening: Lights and signs in every building around them STAMMER and DIM.

SURFER rises -- arms to the sky -- drawing ENERGY from all directions, CHARGING his body. Power fails in the buildings around them, the roof goes dark. A thousand ALARMS trigger.

SURFER aims a hand: BEAMS REACH off his fingers, connecting PISTOLS, BADGES and BELT. COP'S METAL GLOWS WHITE HOT -- BULLETS IMPLODE. COPS freak, drop PISTOL-CINDERS, throw off BELTS as they BOLT --

COP 1 -- in a blind panic -- RUNS OFF THE ROOF EDGE:

49 EXT. HOSPITAL / STREET - NIGHT.

COP 1 grabs air, tumbles twenty stories.

50 EXT. HOSPITAL ROOF-TOP - NIGHT.

KAT rushes to the roof edge, looks down in horror.

COP 2 -- the witness -- disappears down the roof access.

SURFER crosses to KAT, offering his hand. He's muscular, unashamed, and buck naked.

(CONTINUED)

50 CONTINUED:

SURFER
His fate is done. The fate of this world rests in your hands. Get us away from here.

KAT looks at him. Terrified. Overwhelmed.

51 EXT. HOSPITAL ROOF / SERVICE CATWALK - NIGHT.

Black-out chaos rules streets below... Above: Two FIGURES cross a catwalk to an adjacent rooftop.

52 INT. SWEAT SHOP - NIGHT.

KAT leads SURFER down a fire escape, smashes a window with her elbow. Alarm sounds, but it's unnoticed among a city blaring full.

KAT climbs in the dark sweatshop, followed by naked SURFER. She rummages thru an acre of apparel racks.

KAT
Put these on.

SURFER takes a pair of pants. Analyzes them. Moves to put them on.

KAT
Geezo. Other way.

He turns them around. Realizes what the fly is for.

53 EXT. N.Y.C. SIDEWALK - NIGHT.

Streets full of ALARM and BLACK-OUT CHAOS. IRATE CITY DWELLERS scramble in all directions.

KAT leads SURFER along the sidewalk, blending in. SURFER chafes at the odd feel of clothing against mortal skin. KAT wears a stolen jacket and hat.

KAT
I don't know where you're from or how you do the things you do, right now it doesn't matter. A cop just died and we're going to get nailed for it. The end of the world is going to have to wait until we can --

>>> SURFER P-O-V <<< A confusion of energy radiates off buildings, people, cars. It's dissonant and ugly.

(CONTINUED)

53 CONTINUED:

LOOTERS smash store windows, cart away VCRs and boom boxes.

SURFER
(out loud)
Stop! None of this matters! Your world is about to end! You must act at once to stop Galactus!

LOOTERS ignore him, lugging TVs and toasters. KAT hooks SURFER'S arm, ushering him away, as RIOT CONTROL VANS ARRIVE.

KAT
Don't do that. Don't stare. Look at your feet and keep walking.

She pulls him around a corner, along a quieter street. He keeps looking at his feet, not sure why. Finally, he stops and looks at her.

SURFER
Is there a place we can talk? There is something I need you to understand.

54 INT. QWIK FIX CHICKEN - NIGHT.

KAT ducks SURFER inside a fast food dive, full of ODD NIGHT DWELLERS. She's trembling, not sure what's next.

FOOD WORKER
(all night glaze...)
Help you?

KAT counts meager cash from her pocket.

KAT
Um. Yeah. Double burger, fries, coffee.
(to SURFER)
You hungry?

SURFER has to think about it. He touches his stomach, then glances over racks of disgusting food under heat lamps.

SURFER
Do you have... A small quantity of gluco-carbonox hypobiaxolate?

(CONTINUED)

54 CONTINUED:

FOOD WORKER simply stares, pencil on pad.

SOON:

KAT slips into a seat, unwraps her burger and takes a bite. She keeps an eye on the street.

SURFER sits, holding a small Coke. He peels off the lid, regarding the dark liquid with curious revulsion. He glances around the crowded place, staring at NIGHT DWELLERS as they stuff their faces with greasy food.

He turns his gaze onto KAT. Her burger. He squints at it. The restaurant's lights flicker.

SURFER
You shouldn't eat that.

KAT freezes mid-chew. SURFER tears off a small piece of burger meat, staring intently at it.

SURFER
This tissue came from a large four-legged mammalian creature with black fur. Female. It was badly diseased, with many internal parasites. It was poorly treated and suffered extreme pain as it was slaughtered.

KAT gawks at him, then at her burger. She lays it aside and spits her mouthful into a napkin. She gulps coffee, fighting the urge to barf.

SURFER
I'm sorry, I didn't mean to...

KAT
Look Mister, you had something to tell me. Get it over with, because after that, you're on your own.

SURFER acknowledges her distress. He slides his Coke in front of her, wrapping his hands around the cup. She's not sure what he's doing, but when the dark liquid CURLS UP INTO into TINY PINK WAVES, she is drawn into visions of:

55 EXT./INT. ZENN-LA - DAY.

Virtual environment has YOUNG SURFER -- NORRIN RADD -- surfing on perfect WAVES of SHIMMERING PINK WATER.

(CONTINUED)

55 CONTINUED:

The tranquillity is broken by sounds of PUBLIC DISTURBANCE.

NORRIN RADD (YOUNG MORTAL SURFER), pulls off a virtual head-trip device and rises from a ergo-seat. He crosses his high-science laboratory, past sleek Zenn-lavian exploratory gear.

NORRIN RADD steps onto a terrace overlooking a sprawling, perfect COASTAL CITY. Nearby is a docked SPACE EXPLORER vehicle, its design inspired by the lines of a surf-board.

ZENN-LAVIAN CITIZENS dot many terraces, pointing to the sky. NORRIN looks up...

SURFER (V.O.)
My name was Norrin Radd. My planet was called Zenn-La. It was a peaceful world, free of suffering... But our perfected ways left us unprepared to confront our ultimate doom...

GALACTUS'S world-ship, smaller and less powerful than we've known it, approaches in the sky. As it BLOCKS the SUN, it refracts DEEP PURPLE LIGHT-SHARDS to the surface below.

56 SPACE ABOVE ZENN-LA:

Dozens of ZENN-LAVIAN DEFENDER CRAFTS rise to meet the WORLD-SHIP... WORLD-SHIP swats them with beams: PROBES tumble off course and dematerialize to ash.

SURFER (V.O.)
I alone had pondered the existence of powers greater than us. I knew if I did not challenge this threat, Zenn-La would be laid waste by it.

NORRIN RADD'S SPACE EXPLORER rises fearlessly toward the WORLD-SHIP, passing thru its PRIMARY FACET, moving INSIDE IT.

57 INT. WORLD-SHIP INNER SANCTUM:

NORRIN RADD steers his EXPLORER deep, coming upon the awesome sight of GALACTUS.

SURFER (V.O.)
I offered anything to this Galactus, if he would spare Zenn-La.
(more...)

(CONTINUED)

57 CONTINUED:

SURFER (Cont'd)
He accepted, but took me as his compensation...

GALACTUS lifts mortal Norrin Radd (SURFER) in his huge hands -- ENERGIZING HIM.

Radd SCREAMS in HELLISH PAIN, as his body molecules rise in vibration to TRANSPARENT LUMINANCE. His BONES harden to DENSE BLACK, then slicken to SILVER. Then his muscles collapse from energized transparency to BRILLIANT METAL... Then NERVES, VEINS and SKIN, all transmuting to GLEAMING SILVER.

Radd regains consciousness as SILVER SURFER, gazing with horrific fascination at his METAL HANDS...

GALACTUS transmutes SURFER'S SPACE EXPLORER into a SILVER SURF-BOARD, lays SURFER upon it and casts them off into the stars.

58 EXT. SPACE / LEAVING ZENN-LA:

SURFER rides draped over his BOARD, not yet recovered from the transformation. His head rolls, his metallic eyes watch as: The WORLD-SHIP withdraws from ZENN-LA, leaving it intact, but lost to him forever...

SURFER (V.O.)
Galactus would spare Zenn-La only so long as I found other worlds for him to consume... And this I have done, dutifully and well, for longer than I care to recount...

BOARD whisks SURFER away into the lonely void, as his eyes solidify into SILVER ORBS...

STARS become bubbles, bursting on a surface of Coke...

59 INT. QWIK FIX CHICKEN - NIGHT.

SURFER pulls his hands off the cup. KAT looks up, breathless, blinking, scared.

SURFER
There was no end to my nightmare...
Until I came upon this world.
(more...)

(CONTINUED)

59 CONTINUED:

SURFER (Cont'd)
A unique energy vortex knocked me out of your skies and robbed me of Galactus's energy charge... This vortex machine is the source of my hope. Used properly and well, it could bring down Galactus. My chains would be broken, your world will be spared... You must take me to it.

At first, KAT doesn't know what to say.

KAT
Mister... You're making a mistake here. I might have gotten you away from the cops, but... I don't know anything about vortex machines, okay? I can't help you anymore.

SURFER studies her eyes. He nods.

SURFER
I understand... Thank you for all you have done.

He gets up and walks out...

KAT stretches to watch him thru the glass. He wanders a few steps along the sidewalk, stops, looks up and around. He's got no idea where he's going. He ambles away into the darkness.

KAT sits there a few moments, playing with her fries, trying act like she doesn't care. But finally, she can't help herself...

60 EXT. QWIK FIX CHICKEN / STREETS - NIGHT.

KAT pops out the door, looking up and down the street. There is no sign of Surfer. She breaks into a run, searching everywhere for him.

She comes around a corner, breathless. Stops.

Down the sidewalk, SURFER chats with a schizo HOMELESS GUY, shopping cart plastered with cardboard signs: "THE END IS NEAR" "REPENT YE SINNERS" "STREETS OF FIRE - THY COME".

(CONTINUED)

60 CONTINUED:

HOMELESS GUY
Yes! The VORTEX MACHINE! I've SEEN IT! TWICE!
(pointing)
On the far shores of the RIVER OF NUCLEAR FIRE! North six thousand miles-to-the-gallon, above the SEVEN CASINOS of ELVIS!

SURFER listens earnestly, trying to comprehend.

KAT appears and quietly leads SURFER away. HOMELESS GUY shoves his cart the other way, jabbering doomsday prophecy to the wind.

KAT
Mister, tell you what. Give me a clue about this vortex machine, maybe I can point you in the right direction.

SURFER considers her, pleased by her willingness. He reaches out and gently clutches her hands.

SURFER
Look.

She peers deeply into his eyes. Despite herself, she's captivated by his clear, mile-deep presence.

SURFER
No... Look there.

He gestures off the curb, to puddles of pot-hole muck.

KAT
Oh... What?

SURFER
As I fell, I saw for an instant...

The puddles suddenly SHIFT into the shape of bays and ocean waters around New York. Pavement forms into city blocks and tiny streets. It's a frozen 3-D aerial view of Manhattan at night.

KAT gapes at it, fascinated.

SURFER
Do you see the vortex?

(CONTINUED)

60 CONTINUED:

Beyond the city's edge, the DISTORTION FUNNEL rises from a wooded coastal area on Long Island.

KAT
Yes.

She steps off the curb for a closer look. Leaning past miniature Manhattan, she gazes into the odd little high-security compound, where the distortion funnel originates on top the WATER TOWER. She squints closer, checking out tiny landmarks.

KAT
It's out past Wiggenhurst... I know where that is.

In her excitement, she pulls her hands free of SURFER'S. The street visage evaporates; she's staring close-range at cruddy potholes, knees in muck puddles. NIGHT PEDESTRIANS glance her way, but -- for them -- it's routine behavior.

KAT rises, stunned and frightened, not knowing how to handle the possession of such knowledge and purpose.

SURFER
The future of your world depends on it. Will you get me to this place?

61 INT. FBI EVIDENCE WAREHOUSE - NIGHT.

Police dossier opens: Mugshots of KAT, multiple juvenile arrest reports, foster care records, missing person documents. Close on: "Mother - deceased, Father - unknown." The paper trail of a troubled youth.

FBI AGENTS hustle CASE DATA, including the hospital file on SURFER, security camera photos of SURFER and KAT, doctor testimony, etc. TV monitors play LOCAL NEWS: 1) Amateur balcony-party video shows duel comet-streaks cross Manhattan; 2) Burning, sinking freight ship; 4) Electrical black-out news 5) Fallen Cop story.

LOCAL NEWS
Sources close the investigation indicate two fugitive suspects are at large, and the FBI is pursuing them as terrorists...

We come out of an FBI COMMAND TRUCK: DOZENS of FBI AGENTS and SUPPORT VEHICLES hastily assembled in a warehouse.

(CONTINUED)

61 CONTINUED:

Attention gravitates to an ARRIVING TRUCK. Tailgate lowers, POLICE DIVERS and AGENTS unload a long canvas evidence bag. Toxic-suited FORENSICS TEAM unzips it to reveal:

SURFER'S BOARD... Dull and split, dripping wet, looking like nothing anybody's ever seen.

LT GAMMAGE
I want to know in whose garage in which city in what country this thing was sitting last Tuesday midnight. The rest of you, MOVE OUT. We've got perpetrators AT LARGE.

AGENTS hop to their mission, strapping on MILITARY ASSAULT GEAR, loading ARMORED VANS.

A tall, impeccably dressed man-in-black steps thru the commotion, crossing to the BOARD. LT GAMMAGE sees him, trading looks like "Who the hell are you?" MAZER hands him a badge, kneeling with a slim material analyzer.

BOARD gives a bizarre frequency signature. MAZER touches its carbonous surface, smelling his fingers.

MAZER
This object is composed of no known synthetic or naturally occurring material. If it is a projectile, it is poorly designed. It was not fired, it crashed.

He straightens, reviews Surfer's X-RAYS: The bones are dazzling black, tissues crystalline luminous.

MAZER
Your "suspect" crashed at the same speed, into the dance club. His body is composed of a similar high-boned molecular structure. That's how he survived the impact, that's how he walked out of the operating room.

LT GAMMAGE reads the badge.

LT GAMMAGE
"Mazer"?... "Science Investigator General" Who called you?

(CONTINUED)

61 CONTINUED:

MAZER
The White House.

LT GAMMAGE and KEY AGENTS straighten.

MAZER
We can't expect to defeat a twenty-first century threat with twentieth century tactics. No offense. The President and I believe there is far more to this case than meets the eye.

62 EXT. LOWER EAST SIDE STREET - PAST MIDNIGHT.

KAT hurries SURFER past SHIFTY NIGHT DWELLERS, around a corner.

SURFER stops in his tracks, looking at something distant, then at KAT.

SURFER
Katelin?

KAT stops and turns -- a little defensive -- like she feels him "undressing her mind" with his eyes.

KAT
Just a minute -- Nobody calls me that. My name is Kat. How can you know that??

SURFER indicates a nearby store window. Behind security bars, BIG-SCREEN TV's display NEWS MUGSHOTS OF THEM. KAT'S is captioned: "KATELIN MIRANDA BEAULIEU" A graphic overlay proclaims: "TERRORISTS AT LARGE".

KAT
I'm dead meat. I am in-the-morgue-cold, being-sliced-apart-by-some-fat-pervert, flat-out dead.

She tugs her collar high. She digs out a pair of sunglasses and slips them on SURFER. He looks around, doesn't know what to make of them.

KAT hustles him down a subway stair.

63 EXT. THE COSMOS / WORLD-SHIP:

Coming to the WORLDSHIP... Moving inside...

64 INT. WORLD-SHIP INNER SANCTUM:

GALACTUS slowly rotates, eyes closed, arms crossed.

A basso alarm bongs. GALACTUS spreads his arms; his rotation halts. A surface below him animates into a bas-relief face: COUNSEL PHACIA.

COUNSEL PHACIA
Silver Surfer remains beyond the sanctioned time-frame.

GALACTUS
Replay his trajectory.

Bas-relief shows SURFER'S P.O.V.: Approaching Earth, dropping thru distortion funnel. View freezes on the last clear frame: New York City from above, glowing hot with life-force energy.

COUNSEL PHACIA
Signal termination point.

GALACTUS
His current location?

COUNSEL PHACIA
Unknown.

GALACTUS
Could he be dead?

COUNSEL PHACIA
Unknown.

GALACTUS studies the image, troubled. His body's molecular vibrations throb to darker hues.

GALACTUS
No, Surfer's not dead, he's been reduced to his mortal form... He found me a planet, ripe with humanoid energy. I should go there at once, retrieve him and consume it... And yet... This anomaly which struck him down... How might I best avoid the nuisance of its effects?

COUNSEL PHACIA
Uncertain. Anomaly exhibits unknown qualities.

(CONTINUED)

64 CONTINUED:

GALACTUS ruminates, his colors shifting toward yellow.

GALACTUS
Surfer labors in my service, yet all the while hates me. And now, out of view for once, could it be he's plotting a more lasting freedom? Is he intent on using this crude vortex against me?

COUNSEL PHACIA
Unknown.

GALACTUS folds his arms. His rotation resumes.

GALACTUS
Surfer... That I might cleanse you of these mortal instincts which linger in your nature. By them you locate for me the most potent deposits of life-force energy in the Universe. And yet, these same instincts leave you itching to defy me at the nearest opportunity.

He ceases rotation, eyes flashing with resentment.

He SMASHES his MASSIVE FISTS against a wall. Two chunks of RADIANT MATTER drop into his hands. He grinds them in anger.

GALACTUS
Surfer, you amuse me. You challenge my intellect. You sharpen my wit.

He opens his HANDS. On one palm: A DAZZLING GOLD BLOB writhes into the form of a BEAUTIFUL WOMAN (...will become ARDINA). In the other hand: An UGLY CHUNK of LEAD assumes the proto-shape of an APE-LIKE ASSASSIN (will become PUNISHER).

As the TWO FIGURES resolve toward their FINAL DETAILED SELVES, our view of them becomes obscured: Their outer metallic layers rise away in strips, which merge to become PROTECTIVE SPACE-TRAVEL SHELLS: ARDINA is encased in a SLEEK GOLD CYLINDER; PUNISHER in a BLUNT BULLET-SHAPED CAPSULE...

GALACTUS lifts them high, as his SKY APERTURE OPENS to the stars...

(CONTINUED)

64 CONTINUED:

GALACTUS
Retrieve my Surfer. Destroy the vortex weapon.

65 EXT. WORLD-SHIP / COSMOS:

The TWO OBJECTS launch across SPACE: The NASTY BULLET-CAPSULE, spinning as it goes, followed in precise formation by the SLEEK GOLD CYLINDER. Accelerating to hyper-speed, they cross the cosmos on a pin-point trajectory.

66 INT. NYC SUBWAY CORRIDORS / PLATFORM - PAST

STRAGGLING COMMUTERS rush along, heads down. Two TRANSIT COPS patrol under a sign: "TRAINS TO LONG ISLAND".

KAT peeks around a corner, waiting for the COPS to clear. She waves SURFER to a deserted turnstile, showing him how to hop it. They arrive onto the deserted platform, as a TRAIN rolls into the station.

67 INT. SUBWAY TRAIN - NIGHT.

KAT and SURFER step onto a subway car. It's empty, except for THREE ROUGH-TRADE PUNKS. KAT glances away from them, moving SURFER thru end doors, into the front car.

Platform doors close. Train rumbles away from the station.

End door growls open. THREE PUNKS jive up the aisle, LEERING at KAT. She ducks behind SURFER, cursing herself.

SURFER faces the PUNKS squarely, not blinking. PUNKS stop within striking distance. LEAD PUNK pushes back his vest, he's packing a HEAVY PISTOL. Other PUNKS fix drooling faces on KAT.

SURFER squints at the LEAD PUNK, and the train lights flicker. LEAD PUNK squints back, smirking.

SURFER points to spot on his own temple, to indicate:

SURFER
You have frequent pain, just here.
A flash of light in your eye.

LEAD PUNK'S smile fades. He knows this pain.

SURFER
You have a tumor there.

(CONTINUED)

67 CONTINUED:

LEAD PUNK touches his temple, eyes darting.

SURFER
In thirteen lunar cycles, you will be dead from it.

LEAD PUNK sweats and hyper-ventilates, BACKING AWAY. Other PUNKS retreat with him, stumbling out of the car.

KAT emerges from behind SURFER, amazed, breathing a sigh of relief.

68 EXT. EARTH ORBIT - NIGHT.

PUNISHER-CAPSULE and ARDINA-CYLINDER arc out of space, streaking past a lazily orbiting SPACE SHUTTLE.

SHOCK WAVE summarily BLASTS the SPACE SHUTTLE into a million pieces. Like a tinker-toy in a nuclear blast.

CAPSULE and CYLINDER descend toward sparkling NEW YORK.

69 INT. FBI WAREHOUSE COMMAND CENTER - NIGHT.

TECHNICIAN
I don't get this. My radar's out. All frequencies.

LT GAMMAGE
Fix it.

PHONE AGENT
Kennedy too, and La Guardia. All radar in the area just went black.

AGENT 2
Space shuttle just went off-line!

Confusion rises. Only MAZER remains calm, assessing events with cold intuition.

70 EXT. WALL STREET - NIGHT.

HOWLING NOISE SHATTERS WINDOWS, as PUNISHER CAPSULE SCREAMS from the night sky. CAPSULE hits street -- BLADES SPINNING drills asphalt like butter, disappears underground.

A NEWSPAPER TRUCK swerves, SLAMS nose-first into the hole.

71 EXT. FIFTH AVENUE - NIGHT.

GOLD CYLINDER slips noiselessly out of the sky, dissolves a smooth entry hole thru a stained glass roof dome, lowering itself thru without pause.

72 INT. ELEGANT DEPARTMENT STORE - NIGHT.

Dark, closed for the night. A TOUGH YOUNG SECURITY GUARD patrols, doesn't see behind him: GOLD CYLINDER glides straight down from above, creating another hole in the floor, dropping thru it with a pneumatic whoosh.

GUARD turns, rushes to peer down the hole. GOLD CYLINDER drops thru next level, then the next.

GUARD runs down immobile escalator, keying walkie-talkie: Gets only shrill interference. Down another level, he swings his flashlight across the LADY'S DEPARTMENT.

GUARD freezes, his pistol stiffens: The GOLD CYLINDER sits in the center of an marble inlaid foyer circle, opened like some other-tech lotus blossom.

It's empty.

GUARD searches past slinky-gowned mannequins, finding:

ARDINA -- stark naked gorgeous -- checking out a black leather outfit.

GUARD
Hey lady... We're, uh, closed.

She turns and faces him. Her flesh is supple, her eyes hypnotic. Beyond looking absolutely human, she comes off as the SEXIEST WOMAN in the UNIVERSE.

GUARD is drawn closer, like a magnet to steel. He stops three feet away, gathering his last ounce of resistance.

ARDINA
I'm new here. I'd like to try something with you.

She has a German accent. She drops the leather dress, presenting a full invitation.

GUARD'S flashlight and pistol crash to the floor. He grabs her in his arms, kissing with unrepentant hunger.

(CONTINUED)

72 CONTINUED:

ARDINA slips her arms around him, fueling his passion. Her legs wraps around his waist, her fingers slither up the back of his head.

ARDINA'S body ENERGIZES to RED HOT GOLD.

GUARD reacts too late, struggling hopelessly. ARDINA'S arms and legs are like super-hot shackles, bringing his uniform and flesh to BURN. Her HOT HAND CLAMPS the back of his head, her lips deliver the KISS FROM HELL.

GUARD'S DEATH SHRIEK echoes thru the department store...

73 INT. SUBWAY CAR - TRAVELING - NIGHT.

SURFER scans with increasing agitation.

KAT
You okay?

>>> SURFER P-O-V<<<: Subway car in motion. Energy patterns echo and ripple around train motors and wheels. Third-rails glow HOT, sliding below the train's floor. They pass a minor station. Thru its walls, an energy-signature comes visible: A sewer tunnel, its walls illuminated by the BULLET-SHAPED PURPLE-ENERGY OBJECT sitting beneath a FRESHLY BORED VERTICAL SHAFT.

SURFER
We have to get off this train. How do we GET OFF?

KAT
Next station, five more blocks, but -- WHAT IS IT?

SURFER paces the car, a trapped animal.

SURFER
Galactus has sent a surrogate. You have to get away from me as soon as possible.

KAT
What kind of "surrogate"??

SURFER
I DON'T KNOW YET.

Train barrels into a CURVED SECTION of TUNNEL.

74 INT. SEWER TUNNEL - NIGHT.

NEWSPAPER TRUCK jams street hole, headlights canting down the hole. Water showers from severed pipes. Torn electrical mains rain sparks.

In the sewer tunnel below: Flashlights swing, as THREE UTILITY WORKERS climb down a man-hole ladder, in hard-hats and neon jump-suits. They slosh toward:

PUNISHER'S GROANING, SPINNING BULLET-CAPSULE, sitting in the middle of the shallow sewer.

CREW BOSS
Vinny, we got subcontractors using these?

CAPSULE rotation GRINDS to a HALT. But something inside USES the kinetic energy, BUILDING to a ROAR.

VINNY
GET DOWN!

WORKERS hit the deck -- CAPSULE SHATTERS.

SPINNING THING pops out, FLIPS at flashlight beams, LANDS long enough for the WORKERS to get a horrified look at:

THE PUNISHER, a pewter-gray barely-biological KILLING-CREATURE-MACHINE.

PUNISHER flips, LASHES, slices one WORKER to shreds. Eats his flashlight in two chomps. Other WORKERS toss flashlights and RUN LIKE HELL.

PUNISHER goes after them, swinging onto the cobbled ceiling, RIPPING OUT STONES as he goes. CEILING COLLAPSES, burying WORKERS and PUNISHER.

Rubble mound SHIFTS.

PUNISHER crashes up thru rubble, poising on the mound's summit, beady eyes on fire. Unscathed, appetite whetted. With sudden calm, he lays open his fists, exposing rough-scaled palms.

Dozens of snail-antennae-like "feelers" emerge, stretching into the air. Each feeler squeezes a tiny SILVER BALL up it "throat", exposing it on its tip.

Like tiny dowsing rods, FEELERS "smell" the air, trending off to the side. PUNISHER swings his hands that way. FEELERS stabilize. PUNISHER fixes on the direction.

(CONTINUED)

74 CONTINUED:

Snaps his hands shut.

75 INT. SUBWAY STATION / CURVED TUNNEL - NIGHT.

CRASH! Station wall explodes open. PUNISHER leaps past TERRIFIED COMMUTERS, hops over tracks, clings to sooty steel girders. Holds out hands... FEELERS confirm direction:

DOWN the CURVED TUNNEL.

PUNISHER swings and flips thru dark support structure, heading down the CURVED TUNNEL.

TRANSIT COP grabs an emergency phone.

76 INT. SUBWAY CAR - TRAVELING - NIGHT.

KAT'S heart pounds. No sign of next station.

KAT
Any minute now! Any--!

SURFER cannot wait. He bolts thru the end door, heading for the train's rear. KAT follows, passing the THREE PUNKS. SURFER throws open end doors, rushing thru car after car.

77 INT. CURVED SUBWAY TUNNEL - NIGHT.

PUNISHER hurtles thru crusty steel. The rear of the MOVING TRAIN comes into view.

78 INT. SUBWAY TRAIN END CAR - TRAVELING - NIGHT.

Four HASIDIC MEN look up from prayer books:

SURFER rushes in, plants himself in the aisle like some psycho kung-fu master: One palm aimed at the floor, the other at the car's tail end --

79 EXT. SUBWAY TUNNEL - NIGHT.

PUNISHER LEAPS at END CAR; claws sink into metal.

80 INT. SUBWAY TRAIN END CAR - TRAVELING - NIGHT.

GLASS SMASHES, METAL RIPS -- PUNISHER BURSTS INSIDE --

HASIDIC MEN freeze and pray -- KAT halts behind SURFER --

(CONTINUED)

80 CONTINUED:

PUNISHER FLIPS down the aisle at SURFER --

SURFER DRAWS ENERGY THRU TRAIN FLOOR, off THIRD RAIL. FLOOR METAL MELTS AWAY -- SURFER'S body flashes METALLIC --

SURFER hurls BEAMS off his FINGERS, CONNECTING with PUNISHER'S SOLAR PLEXUS, STOPPING HIM in his TRACKS.

PUNISHER FIGHTS the effect, LEANING FORWARD against SURFER'S energy with INCREDIBLE STRENGTH.

Train lights strobe, engines stammer, SURFER'S METALLIC SHEEN FLICKERS. Electricity is draining fast, system is overloading. SURFER can't hold out much longer.

KAT calculates desperately; puts a hand on the emergency brake cord.

PUNISHER notices KAT: SAVAGE CLAWS fold out of his hoof-like fingers. He reaches toward her.

>>> SURFER P-O-V<<<: Energy-scan of PUNISHER'S hands: Tiny RADIANT SILVER BALLS glow hot, protected inside his fists.

81 RESUME SUBWAY CAR NORMAL VIEW:

Third-rail electricity FALTERS -- SURFER manipulates final SURGES of ENERGY in a deft PULSE-MANEUVER, causing PUNISHER'S FEELERS to snap out, SILVER BALLS pop up. SURFER BLOWS them away like buckshot.

PUNISHER BELLOWS with RAGE -- STRAINING at SURFER with MAXIMUM STRENGTH -- FOOT CLAWS DIGGING into FLOOR METAL.

KAT
GET OUT OF THE WAY!

Third-rail energy FAILS -- KAT PULLS the BRAKE CORD --

SURFER leaps clear as --

PUNISHER'S PENT-UP ATTACK-INERTIA HURLS him down the length of the train, CRASHING thru door after door, taking out seats, poles, glass -- MOWING DOWN STARTLED PUNKS --

82 EXT. SUBWAY TUNNEL - NIGHT.

PUNISHER PUNCHES out the front of TRAIN, landing on the rails. He stands, DAZED.

(CONTINUED)

82 CONTINUED:

Light hits his back. He PIVOTS. SQUINTS.

TRAIN SMASHES him FULL IN THE FACE. PUNISHER FLINGS beneath the wheels, like a ton-of-steel rag-doll. Chassis and rails take a beating; wheel chips pop out like busted teeth.

83 INT. SUBWAY TRAIN - TRAVELING - NIGHT.

Station coming into sight --

SURFER and KAT race to the front of the train, as FLOOR BUCKLES and DENTS UPWARD under their feet... It's PUNISHER, tossed beneath the floor, down the train's length.

84 EXT. SUBWAY TUNNEL - NIGHT.

TRAIN spits PUNISHER out the back. After a beat, he rises: Rattled, but hardly damaged. He BELLOWS REVENGE.

85 INT. SUBWAY STATION - NIGHT.

TRASHED TRAIN screeches into station -- KAT and SURFER rush off. PUNISHER BELLOW rattles tile off the walls, fractures fluorescent tubes.

SURFER
We slowed him down. We haven't stopped him.

They race up stairs, barreling past TRANSIT COPS.

TRANSIT COPS
THERE THEY ARE! STOP! --

COPS CHASE and SHOOT. KAT and SURFER scramble upward, dodging bullets.

86 EXT. STREET - NIGHT.

SURFER and KAT emerge onto the street.

KAT
This way!

She rushes them around a corner -- An instant later:

The street PUNCTURES UPWARD.

(CONTINUED)

86 CONTINUED:

PUNISHER pops up, straddling the hole, shaking off debris. He snarls and scans, laying open his palms. But his FEELERS are FRIED, quivering in no particular direction. He BELLOWS, reduced to visual searching.

Headlights hit his back. Again, he pivots.

ARMORED FBI TRUCK barrels at him.

PUNISHER braces and meets the TRUCK with outstretched arms, using its momentum to FLIP IT OVER HIS HEAD like a charging Sumo wrestler.

TRUCK CRASHES the STREET UPSIDE DOWN, SKATING thru a store front.

TRAILING FBI ASSAULT VEHICLES hastily take up positions.

PUNISHER LEAPS up the face of a BUILDING, claws ripping hand-holds in stone and glass. He SCANS the streets below... SPOTS KAT and SURFER, in a knot of FLEEING PEDESTRIANS. He BELLOWS, poising to KILL.

BLAM! BLAM! BLAM! FBI ANTI-TERRORISM AGENTS lay on GUNFIRE, CHIPPING away BUILDING FACE, SPRAYING PUNISHER'S BODY.

But bullets are a mere irritation to PUNISHER. He RAGES at the nuisance, hurling CHUNKS of STONE at AGENTS. Another BRIGHT LIGHT hits his face. It's the NEWS CHOPPER, approaching up a side-street, search beam glaring.

NEWS JERK
HOLY SHIT! ARE YOU GETTING THIS?!?!

PUNISHER LUNGES thru the air, across more BUILDINGS, HEADING for the NEWS CHOPPER. CHOPPER REACTS FAST, TURNING TAIL.

PUNISHER LEAPS at NEWS CHOPPER, GRABBING it by the TAIL. REAR ROTOR BLADES smack PUNISHER'S arms and SHATTER. CHOPPER CREW SCREAMS as CHOPPER SPINS and PLUMMETS.

PUNISHER hits the street hard, CHOPPER STILL IN HIS GRIP -- He SWINGS IT DOWN like an out-sized WEED-WHACKER, chopping phone poles and a news kiosk, scattering ANTI-TERRORISM AGENTS.

On a secondary defense line, LT GAMMAGE sees it all with OPEN-MOUTH disbelief, as he helps HUSTLE AWAY HUMAN PEDESTRIANS. Among them:

(CONTINUED)

86 CONTINUED:

KAT and SURFER, keeping their heads down. A beat after they pass, LT GAMMAGE does a slow double-take. But when he turns to look, they are gone.

FBI HEAVY GUNS RATTLE PUNISHER with EXPLOSIVE BULLETS. He BELLOWS RAGE, like a bear attacked by too many bees. He chucks the NEWS CHOPPER and escapes up building facades, disappearing into Manhattan's rooftops.

PILOT, NEWS JERK and CAMERA PERSON tumble from the trashed CHOPPER, saucer-eyed. NEWS JERK turns to CAMERA PERSON.

NEWS JERK
Well?! Did you GET IT?!

87 EXT. SIDE STREET - NIGHT.

Quiet. Elsewhere... SURFER stands look-out. Around the corner, KAT breaks into an old station wagon and sets about hot-wiring it. She's shaking badly.

SURFER
The surrogate is good news. There is but one reason Galactus is not here at this moment consuming your planet. He believes himself vulnerable to your vortex machine. We may truly possess the power to oppose him.

KAT
Yeah, great news, we've really got him running scared.

KAT touches two wires, the engine coughs to life. She leans over and opens the passenger door for SURFER. He remains outside, scanning with fresh concern.

KAT
Now what? Do I want to know?

SURFER
The left hand.

KAT
Huh??

(CONTINUED)

87 CONTINUED:

SURFER
We have seen the right hand of Galactus, but the left is yet to come. There will be another surrogate.

KAT
Terrific. GET IN. Let's get out of here.

SURFER sits into the passenger seat, looks around the strange vehicle.

SURFER
How do I operate it?

KAT
Mister... Pull your door shut, please. I'll do the rest.

She peels away, bumping over a curb, swerving to avoid cross-traffic. Trained in the joy-ride school of driving.

88 EXT. EAST SIDE PENTHOUSE - NIGHT.

View from high: The STATION WAGON merges into sparse traffic, heading over a bridge into Brooklyn.

A FEMALE FIGURE leans on the rail, casually observing it. We come around to see the diamond cold eyes of ARDINA... Now wearing the black leather dress, hair swept back, gold jewelry dangling. She's drop-dead gorgeous.

Leaving a drink untouched, she exits the balcony and steps thru the posh penthouse, heading for the front door.

A YUPPY ALPHA-MALE steps in her path, clutching two fresh drinks.

A-MALE
You're not the type of woman to get cold feet.

ARDINA
I need to catch up with another male.

A-MALE
You've got all the male you can handle right here.

(CONTINUED)

88 CONTINUED:

He sets down the drinks and traps her in his arms, kissing her neck. Impatient, she draws back and offers an expedient smile. She "gives in", planting a kiss, slithering her arms around his back.

Male SCREAM echoes thru the night...

89 EXT. PENTHOUSE ENTRY - NIGHT.

DOORMAN opens the way for ARDINA, signaling a DRIVER. She slips them each a cash tip, climbing in the back of a MERCEDES LIMOUSINE.

90 INT. FBI WAREHOUSE / COMMAND VEHICLE - NIGHT.

NEWS FOOTAGE of Punisher-rampage fills TV monitors.

MAZER
That "other entity" was attacking him.
(photo of SURFER)
Earth is but the stage. This drama is bigger.

AGENTS don't get it. A TECHNICIAN pops in:

TECHNICIAN
Mr. Mazer, it's here.

91 FORENSIC TRUCK/LAB:

MAZER hurries in. CREW unpacks a PORTABLE INDUSTRIAL X-RAY MACHINE, mounting it over Surfer's SPLIT BOARD.

MAZER
Position the emitter directly overhead. Set a dose of 750 units.

FBI TECH
Give me five minutes to load film.

MAZER
Forget film. I'm not taking pictures, I'm bombarding super-conductive dark matter with high-energy gamma radiation.

CREW MEMBERS trade puzzled looks.

MAZER
...And strap it down.

(CONTINUED)

91 CONTINUED:

CREW straps the BOARD to the examination table. Everybody dons lead aprons and protective visors, taking positions.

MAZER
750. Go.

TECHIE hits button. X-RAY UNIT fires. Special video camera/monitor registers radiation in black. Dose cycle completes. BOARD remains unchanged.

MAZER
Try 1000. Go.

TECHIE increases power. Hits button. Still nothing.

MAZER
Set it to 10,000. Clear the room.

TECHIE cranks unit to maximum. CREW gladly drops lead aprons to evacuate...

92 WAREHOUSE:

FORENSIC CREW hustles from the LAB TRUCK, waving other FBI AGENTS to the far end of the warehouse.

LT GAMMAGE arrives in a staff car, rattled by events. His attention is drawn to the commotion.

93 FORENSIC LAB/TRUCK:

MAZER piles lead vests over a chair, ducking behind the make-shift barrier, control panel in hand.

He pushes the button.

X-RAY HEAD blitzes the BOARD with radiation. MAZER watches x-ray video monitor: BOARD DAZZLES BLACK. CRACKLING SOUNDS fill the air. Dose finishes; MAZER pops up to see:

BOARD, HUMMING. Surface tarnish evaporates into chromatic rings. Splinters of BOARD MATERIAL along the central split GLOW METALLIC.

MAZER ducks again, triggers another dose.

BOARD attains CRITICAL ENERGY LOAD. Entire length goes RADIANT. CENTRAL SPLIT spontaneously fuses back together, surface refines to highly reflective...

(CONTINUED)

93 CONTINUED:

Video monitor image BLOWS OUT, useless. Cycle completes. MAZER rises...

BOARD and TABLE are GONE.

MAZER double-takes on lab door: BOARD has LIFTED the table and is HOVERING OUT.

94 WAREHOUSE:

LT GAMMAGE huffs toward lab truck.

LT GAMMAGE
MAZER, THAT IS MY LAB, YOU ARE NOT AUTHORIZED TO --!!

He CLAMS UP FAST, as HEAVY TABLE glides out of LAB TRUCK -- mid-air -- propelled by the strapped-on SILVER BOARD.

MAZER
CLOSE ALL EXTERIOR DOORS!

BOARD pauses fifteen feet high, pivots... JOLTS FORWARD, snapping straps, shedding the table. TABLE CRASHES to the floor inches behind an astonished LT GAMMAGE.

BOARD SHOOTS across warehouse, heading for an OPEN GARAGE DOOR.

LT GAMMAGE
CLOSE THEM DOORS! NOW!

AGENTS crank GARAGE DOOR shut, a split-second before:

CLUNK! BOARD punches door, denting metal. BOARD rears back, slams it again. Dent deepens, but BOARD doesn't have the strength to break thru.

BOARD turns and BUZZES AGENTS. Like a penned stallion, it flies WILD CIRCLES around the warehouse, SKIDDING off walls, SLUICING against trucks, SMASHING thru cars.

LT GAMMAGE and his AGENTS hit the deck, SHOOTING their SERVICE REVOLVERS. BULLETS bounce off.

A resourceful AGENT swings a GRAPPLING HOOK, SNAGGING the BOARD'S SNOUT. Cable plays out; AGENT clips loose end to a truck hitch.

BINNNG! Cable SNAPS TIGHT -- Truck jerks off floor, grappling hook YANKS BOARD NOSE DOWN.

(CONTINUED)

94 CONTINUED:

BOARD tumbles end-over-end, PUNCHING thru three side-by-side truck boxes, like a thrown knife thru paper screens --

BOARD SLAMS HARD into a CONCRETE WALL, tumbling to the floor.

LT GAMMAGE and AGENTS hustle in, heavily armed, surrounding: The BOARD, which lies in a corner, scuffed and dull, energy waning.

MAZER
I re-energized it with x-rays, the same way your suspect was revived by hospital x-rays. This is a vehicle. It's his vehicle.

MAZER pulls out the photo of SURFER.

GEEK AGENT
(giddy revelation)
It's a surf-board!

Dour looks from other AGENTS, but not LT GAMMAGE. He's seen too much to ignore strange theories.

MAZER
This suspect is not from Earth. He may or may not have hostile intentions, I can't tell yet. But either way, I'm going to be the first man on this planet to pick his brain.

LT GAMMAGE
You can't pick his brain until we find him.

MAZER kneels with confidence, turning the photo toward the BOARD.

BOARD pivots slowly, stopping in line with the PHOTO. With its last gasp of energy, it scrapes belly-on-concrete, gently touching its nose to SURFER'S image.

LT. GAMMAGE
(dawning...)
Ladies and gentlemen, we've got ourselves a bloodhound.

95 INT. STATION WAGON - TRAVELING - LATE NIGHT.

KAT drives on the edge of exhaustion, keeping pace with spare traffic. SURFER watches out the window, melancholy.

SURFER
I've seen many worlds like this. Speeding by in space, you see it as veins of pulsing yellow-white, the energy of desperate organisms, on the edge of survival...

>>> SURFER P-O-V <<<: Dissonant ENERGY PATTERNS resound thru the endless residential/industrial sprawl of Queens. Dotting the chaos are pockets of PURE CLEAN ENERGY: A closed pre-school, a street MUSICIAN, a COUPLE NECKING outside of a bar.

SURFER
Too many mouths to feed, too many toxins spilled, too many weapons fired... I spared more perfect worlds, and gave up ones like this to Galactus, convincing myself I was being merciful... But to observe your world this close, I cannot deny it... Seeds of hope bloom in fields of squalor.

Witness: KAT, as she drives... The face of Human determination, surrounded by her tarnished angelic aura. She turns, catches him staring. He looks away.

KAT
Can I ask you something?

SURFER
Please.

KAT
If you're from some planet a gazillion miles away, how come you look like, you know -- How come your body has all the same <u>parts</u> as any Earth guy?

SURFER
Ah... No one knows for certain, but I believe the ancient stories: A superior intelligence seeded all life in this Universe, long ago. By this, all living things are related.

(CONTINUED)

95 CONTINUED:

KAT thinks about this. Keeps driving.

KAT
Oh... We have stories like that too.

SURFER
My appearance interests you. Do you think I might pass for an Earth male?

KAT
Mmmmm... Sure. Actually, for an older guy, you're not bad looking.

SURFER
What do you mean?

KAT
I don't know -- You might be attractive to the right kind of woman.

He studies her, amused.

SURFER
What kind of males are attracted to you?

KAT
Me?! Losers.

SURFER
Your soul is very beautiful.

KAT
You can see that too?

SURFER
No. But I can feel it. You are a special one.

KAT
Will you stop it! You're going to make me miss the turn to Wiggenhurst.

She looks at him. His sincerity moves her. He looks away, slightly disturbed by the onset of mortal feelings.

The car's engine GRUMBLES and FALTERS.

(CONTINUED)

95 CONTINUED:

KAT
Damnit. There's plenty of gas -- I don't know what --

She pumps pedals, tries everything. The car loses speed, belching black exhaust.

SURFER scans the car's front section, then sees ELECTRIC BUSES whizzing by on the outer lanes.

>>> SURFER P-O-V <<<: BUS'S roof-electrodes ride on overhead electrical lines, GLOWING HOT.

SURFER tugs off shoes and socks, then CLIMBS OUT THE WINDOW. KAT slams the brakes, nearly throwing him off.

KAT
WHAT ARE YOU DOING?!

SURFER
Keep moving. Guide us. I will co-ionize the ethylene compounds to enhance thermal combustion.

96 EXT. EXPRESSWAY / STATION WAGON - NIGHT.

SURFER climbs on the hood of the station wagon. Reaching up, he draws ENERGY off the overhead lines, hands SHIMMERING METALLIC. He positions his feet over the car's engine, finding the proper alignment.

ENGINE REVS FAST. BLUE FLAMES shoot out duel exhaust pipes. STATION WAGON SURGES, turbo-charged.

KAT yelps, grabbing the wheel, as they BUILD SPEED. . .

KAT
Hail Mary Mother Of God.

Poised on the station wagon hood, SURFER manipulates the energy with increasing mastery, bringing the car to EXTREME POWER.

They zoom past slower cars, NIGHT OWL COMMUTERS gawk: SURFER "surfs" on the lip of the station wagon hood, looking like a silvery, over-sized hood ornament.

STATION WAGON SPEED passes 90. KAT swerving around slower cars, working herself into a panic... But then she settles into the rhythm of SURFER'S body moves. Her resistance drops away.

(CONTINUED)

96 CONTINUED:

Her body leans when his does, her hands steer by instinct.

STATION WAGON rockets easily thru snarled traffic.

SURFER turns and "surfs" backward... He glances thru the windshield, the hint of a smile lands on KAT.

KAT can't help it. She LAUGHS while she steers, losing herself in their surreal communion.

97 EXT. OFF-RAMP / NEIGHBORHOOD - NIGHT.

STATION WAGON rolls off the expressway, SURFER riding the hood. He draws energy off street-pole electrical lines, guiding KAT around a turn, heading them onto a winding rural road.

98 EXT. RURAL ROAD / WOODED AREA - NIGHT.

Station wagon travels beyond electrical poles, rolling to a stop on a deserted road. The engine and transmission CRACKLE, as RED HOT CHUNKS tumble onto the gravel.

SURFER jumps off the hood, continuing on foot, eyes scanning. He hurries off into the dark woods. KAT hops out of the car, puzzled. She grabs his shoes and races to catch up.

KAT
Wait! Where are you going?!

99 EXT. ABOVE MULTREX COMPOUND - NIGHT.

SURFER'S feet tread thru thorny underbrush, once again clad in the shoes. He arrives with KAT at the edge of a private paved road; they hunker on its uphill bank.

Road snakes a quarter mile down to the MULTREX COMPOUND: Brightly-lighted security perimeter with SURVEILLANCE TOWERS on all corners. Rising from the buildings is the water tower. Beyond, cliffs give way to the ocean.

KAT
That's the <u>water tower</u>.

SURFER fixes on the view, irises shimmering metallic.

>>> SURFER P-O-V <<<: The compound, seen thru increasing layers of density. Underground views reveal a DEEP CENTRAL ELEVATOR SHAFT dropping thru solid rock, into an UNDERGROUND LABORATORY COMPLEX.

(CONTINUED)

99 CONTINUED:

SURFER reaches from behind, touching KAT'S solar plexus.

SURFER
See as I see.

KAT eyes glaze, as she shares his incredible view:

>>> SURFER P-O-V <<<: Deep underground, the LABORATORY has one area marked by a DISTINCT KALEIDOSCOPIC ENERGY RADIANCE. It's like the distortion funnel, but now smaller and flat, like a test pattern.

KAT
The vortex machine?!

LIGHTS FLARE. SURFER and KAT duck into a thicket of ferns, as a MULTREX SECURITY VEHICLE crosses the road in front of them, heading down to the compound. GUARDS with NASTY WEAPONS ride in back.

SURFER considers KAT. Whispers to her:

SURFER
You've done your job, Kat. Return to a safe place and await the outcome.

KAT
You can't go without me.

SURFER
My body is different, it is possible for me to repair its wounds. But if weapons break your body, there is nothing I can do to heal it --

KAT
I don't care! -- What am I saying?! I don't even know you! Why would I go with you?! I don't know what to think. I want to wake up and be in a bed somewhere.

SURFER studies her eyes: Tough and compassionate, but dancing with confusion.

SURFER
You are wrestling with fate. Your mind screams for it to go away.
(more...)

(CONTINUED)

99 CONTINUED:

SURFER (Cont'd)
We all spend our lives in stretches of meaninglessness, until fate arrives to offer us choices. In making this choice, you can discover your life's purpose, or walk another way and never know you had one... Fate brought us together, you chose to help me. But now you must choose again. Only you can know which path is yours. Whatever you decide, I will abide by it... Quiet your mind and know.

KAT settles into a strange calm state. No one has ever trusted her this way. She closes her eyes for a moment and something clicks inside her... She rises, looks at the woods behind her, then faces the compound.

KAT
Let's take it.

They dart across the road together, dropping stealthily thru the woods, heading toward the compound.

100 INT. FBI WAREHOUSE CORRIDOR / UPPER FLOOR - NIGHT.

A stone-faced TEST PILOT strides down a corridor, flight suit on, helmet under his arm. CREW keeps pace, MAZER reviews a dossier.

MAZER
You grew up in Malibu, California? Surfed since the age of eight, national division champion three years running?

PILOT
Yes, that's right. Why do want to know about that, Sir?

MAZER opens a door, revealing:

The BOARD... FULLY CHARGED, clamped in a heavy-duty FLIGHT GANTRY. TECHNICIAN complete the installation of a special stand-up pilot-harness, along with BATTERIES, VIDEO CAMERAS, RADIOS and LANDING GEAR.

PILOT hitches, then keeps moving. TECHNICIANS strap him into the BOARD HARNESS, clip a sleek ejection pack on his back. He wedges on his helmet, gives a thumbs-up.

(CONTINUED)

100 CONTINUED:

MAZER
Remember, Soldier, don't guide it, ride it. It's going to lead you to our suspect.

TEST PILOT
Yes Sir.

LT GAMMAGE
We'll be right behind you, son...
(to MAZER)
I hope you know what you're doing.

LT GAMMAGE signals CREW. Two men open LARGE CARGO DOORS in the BOARD'S path, revealing a twenty-story drop to the streets below.

CREW POPS GANTRY CLAMPS. BOARD rises and quivers. TEST PILOT works to get his balance; nods. Piece of cake.

BOARD suddenly JOLTS FORWARD, SHOOTING thru the open cargo doors, dragging away the TEST PILOT like a dishrag.

101 EXT. STREETS - NIGHT.

BOARD WHIZZES between buildings, pitching and rolling as it pleases. TEST PILOT hangs on for dear life, but quickly gets the feel and begins doing a serviceable job of SURFING IT.

102 EXT. ROOFTOP - NIGHT.

MAZER, GAMMAGE and FBI AGENTS scramble to WAITING HELICOPTERS, which LIFT OFF in pursuit.

TECHNICIAN
We got a bead on him, Sir.

Radar indicates: BOARD, moving across the city. A SECOND HASHY BLIP appears, bearing down on it.

103 EXT. DARK STREETS / EAST RIVER - NIGHT.

BOARD SLOWS for bearings, then banks down a diagonal street... TEST PILOT leans with it, riding with increasing stability.

RADIO VOICE
Cloud-Shooter, we're showing a shadow bogy at eight o'clock, you got a visual?

(CONTINUED)

103 CONTINUED:

TEST PILOT checks over his shoulder, noticing SOMETHING DARK moving INCREDIBLY FAST over rooftops, LEAPING and SMASHING its way along building facades.

PUNISHER LEAPS at the BOARD -- SNAGGING PILOT.

BOARD flies wild, STRAFING buildings. PILOT SCREAMS, pulls EJECT HANDLE. HARNESS flies open, back-pack ROCKETS AWAY -- - PUNCHING PILOT SIDEWAYS, thru an apartment window.

PUNISHER clings and rides, spitefully WHIPPING the BOARD. BOARD stabilizes, "tamed". PUNISHER SURFS for a glorious moment, BELLOWING TRIUMPH, as they fly toward the open air above the East River.

At the last instant, BOARD BANKS at a TALL DOCK CRANE -- SHOOTS thru a tight steel slot --

STEEL CRANE structure SHATTERS -- BOARD pops out other side, free of equipment, shed of PUNISHER. From inside the wreckage, PUNISHER BELLOWS REVENGE.

BOARD -- unburdened -- sails across the river with BLINDING SPEED.

FBI HELICOPTERS swoop down and follow it... Passing off the water, heading over Queens.

104 INT. LEAD HELICOPTER - TRAVELING - NIGHT.

MAZER
Stay with it. It's remarkably intelligent. It understands exactly where it's going.

105 EXT. MULTREX COMPOUND - GUARD TOWER - NIGHT.

ALARMS SOUND. ARMED GUARDS swing to see: ENTIRE QUADRANT of perimeter lights go DARK.

GUARD brings up RIFLE NIGHT-SCOPE: Enhanced view glimpses TWO FIGURES nearing the outer fence, but the larger figure's radiance BLOWS OUT the IMAGE.

GUARDS fire up SEARCH LIGHTS, swing them at the dark area: But like a black hole, no light will penetrate the region.

106 EXT. MULTREX PERIMETER - NIGHT.

Two silhouettes hustle thru pitch darkness: KAT and SURFER, arriving at the outer fence.

(CONTINUED)

106 CONTINUED:

SURFER grabs the ELECTRIC FENCE -- ZAAAPP! -- absorbs its energy. His hands shimmer metallic and MELT a gap in the fence.

KAT hops thru the hole, poises to cross a gravel strip to the inner fence. SURFER stops her cold, staring at the gravel.

>>> SURFER P-O-V <<<: Six inches below the gravel, a matrix of NASTY LAND MINES are planted. Thousands.

SURFER
I'll take you.

He hefts her in his arms and RUNS across the minefield. Upon his touch, KAT sees it too, horrified:

>>> SURFER/KAT P-O-V<<< : His feet touch exactly between LAND-MINES.

107 EXT. MULTREX INNER COMPOUND - NIGHT.

SECURITY VEHICLES rush DARK AREA, but their LIGHTS DIM and ENGINES DIE. GUARDS hustle ahead on foot, bringing AKITA ATTACK DOGS out of vehicles.

GUARD'S FLASHLIGHTS go dead; they light RED ROAD FLARES. They discover: The melted holes in the inner and outer fence, with FOOTPRINTS crossing the gravel between.

RUSSBACK
No way.

He unleashes his AKITA, which bolts thru the fence hole. AKITA races along footprints to sniff, but -- oops -- is BLOWN UP by a land-mind.

GUARDS turn other AKITAS loose into the compound.

RUSSBACK
KILL!

108 EXT. DEEPER INSIDE MULTREX COMPOUND - NIGHT.

KAT keeps watch around them, as SURFER stares at the ground ahead of them:

>>> SURFER P-O-V <<<: Below ground, a LARGE FREIGHT ELEVATOR rises from the underground LAB, to a BOXY ELEVATOR BUILDING on the surface.

(CONTINUED)

108 CONTINUED:

SURFER hurries to the ELEVATOR BUILDING, but KAT stops him short. Sniffing the air, she checks around a corner:

Two heavily-armed GUARDS stand in the dark, blocking the ELEVATOR BUILDING MAIN DOOR. They've got CIGARS chomped in their teeth, smoke wafting, ashes glowing. To their backs, inside an LARGE OPEN DOOR:

109 INT. ELEVATOR BUILDING - NIGHT.

HIGH-TECH SERVICE ELEVATOR RISES FAST from a thousand feet underground. It's big enough to carry large trucks, but now hauls a DOZEN GUARDS to the surface.

Elevator decelerates, halting at surface level. DETWEILER and KEEL step off, getting the low-down on their PERSONAL SECURITY CONTROLLERS.

DETWEILER
Spread out. Silencers on. Shoot to kill.

KEEL and GUARDS hustle out the main door, dispersing into the compound. DETWEILER notices lights flickering. Suspicions aroused, he lingers in the building... Whispers voice commands into his PERSONAL SECURITY CONTROLLER:

DETWEILER
Secure K-X egress.

Main door CRANKS SHUT.

110 EXT. ELEVATOR BUILDING - NIGHT.

GUARDS hustle past. KAT and SURFER avoid detection, moving to a rear door. It's solid and locked.

SURFER grips the knob, focusing his energy. Hardware energizes and MELTS out of door cavities.

KAT turns with a chill. Sees behind them:

FIVE AKITAS stalk silently closer, heads low. Growls come swiftly -- TEETH BARE -- DOGS LEAP --

SURFER'S hand shoots out FIVE PULSING DISTORTION BEAMS, one for each AKITA. DOGS stop mid-attack, dropping safely to their feet, whimpering, confused. They sniff SURFER'S hand. He pats their heads and waves them off.

AKITAS gamble away, tussling and playing; one stops to pee.

(CONTINUED)

110 CONTINUED:

KAT inhales an over-due breath.

111 INT. ELEVATOR BUILDING - NIGHT.

KAT and SURFER slip inside rear door. KAT hurries onto the huge elevator platform. Tries buttons. Everything is security coded. Nothing responds.

SURFER stands back, scanning the elevator wiring:

>>> SURFER P-O-V <<<: Conduits jammed with flickering cables, converge at an overhead control nexus. We notice, too late: The spiky energy signature of a HUMAN FIGURE on a catwalk, standing DIRECTLY ABOVE KAT.

SURFER

KAT.

KAT looks at SURFER, her hand lingering on the elevator buttons: ZIPPP! A mini-grappling cable shoots from above, whips around her wrist and latches tight.

DETWEILER clutches the cable launcher/handle, holding KAT captive from above, aiming his 9MM at SURFER.

SURFER whips a HAND at DETWEILER, but DETWEILER shouts into his SECURITY CONTROLLER:

DETWEILER

Service position!

ELEVATOR PLATFORM SPLITS and FOLD OUT FROM UNDER KAT'S FEET.

KAT DROPS, SCREAMS... KA-CHUNK. Dangles over the elevator shaft abyss, held only by the cable digging into her wrist. Other end is held by DETWEILER on the catwalk.

SURFER assesses his dilemma. Any attempt on DETWEILER will cause him to release the cable: KAT will plummet to her death.

Main door rolls up, GUARDS hustle in with LIT FLARES, casting hellish red light on SURFER and KAT.

DETWEILER

This is a classified facility. You entered illegally. I could dispose of you both, there would be no investigation.

(more...)

(CONTINUED)

111 CONTINUED:

DETWEILER (Cont'd)
Tell me who you work for, maybe I can pay you to spy on them.

SURFER glances at the GUARDS, but something else catches his attention. Something far away.

KAT dangles, terrified, until she sees SURFER'S eyes, exuding quiet confidence. He is stalling for time.

SURFER
I work for Galactus.

DETWEILER
Who??

KAT
It's a code name for one of your competitors.

DETWEILER
Which competitor?

SURFER
(learning fast)
Drop her, you'll never know.

DETWEILER
Tell me, or she drops. My arm's getting tired.

KEEL runs palmtop computer database search for "Galactus".

SURFER'S attention shifts again to the distance. GUARDS turn to see what he's staring at: A wall. - - -

SURFER
(to himself)
To me board...

112 EXT. LONG ISLAND - FLYING WITH BOARD - NIGHT.

SILVER-BOARD cuts the night sky, zooming away from the city, heading over the dark coastal woods of Long Island.

FBI HELICOPTERS strain to keep up. They are joined by SIX BLACK SPECIAL-OPS COMBAT HELICOPTERS.

113 EXT. RURAL ROADSIDE - NIGHT.

MERCEDES LIMO sits cock-eyed on the road shoulder doors flung open, smoke hissing from the driver's seat.

ARDINA strolls away from it, coming to assess the abandoned station wagon. She looks up at the sky.

BOARD whizzes overhead, banking past the station wagon, high-tailing it over the woods.

ARDINA smiles with icy confidence, then walks off into the woods.

114 INT. MULTREX ELEVATOR BUILDING - NIGHT.

KEEL finds FBI mugshots of KAT and SURFER on security controller screen. Two and two equals...

KEEL
Boss! It's those two the Feds got a price on!

DETWEILER dangles KAT by the cable, eager to relieve his arm by letting go.

DETWEILER
Let's do the taxpayers a service. Kill them and dump the bodies in town.

GUARDS take aim at SURFER. He looks at KAT, suspended helpless over the open shaft. He glances at THE WALL.

SURFER
To me board...

ON EXT. MULTREX COMPOUND - FLYING WITH BOARD -

BOARD clears trees, hugging terrain like a cruise missile, into the compound, between buildings --

116 INT. ELEVATOR BUILDING - NIGHT.

GUARDS cross-hairs settle on SURFER'S head. Fingers squeeze triggers. KAT dangles...

BLAM! BOARD SMASHES thru the wall, CRASHES GUNS out of GUARD'S hands. SHOTS FIRE WILD.

DETWEILER reflexes, DROPPING CABLE --

KAT TUMBLES DOWN the ELEVATOR SHAFT.

(CONTINUED)

116 CONTINUED:

SURFER
TO ME BOARD!

BOARD circles with precision, SCOOPING UP SURFER. He rides it with instant expertise, SURGING HIGH, THEN DROPPING STRAIGHT DOWN the ELEVATOR SHAFT --

117 INT. ELEVATOR SHAFT - NIGHT.

KAT'S TERRIFIED FACE, as she TUMBLES DOWN --

SURFER DIVES after her, ACCELERATING DOWNWARD, PITCHED on the BOARD with PERFECT CONTROL.

SURFER SNATCHES KAT in his arms and INSTANTLY TIPS the BOARD UP to break the descent.

But the INERTIA is TOO MUCH. CAN'T SLOW DOWN FAST ENOUGH.

SURFER PROTECTS KAT in his ARMS, TURNS HER away from the IMPACT. BOARD SLAMS CONCRETE first, cushioning the blow to SURFER, who takes the brunt for KAT.

KAT rolls out of SURFER'S arms, breathless.

DETWEILER
(from shaft top)
They're alive!

GUNFIRE RAINS down the shaft.

KAT scrambles clear, SURFER and BOARD follow, taking cover in:

118 INT. UNDERGROUND LAB ENTRY CORRIDOR - NIGHT.

KAT and SURFER stop cold, out of breath, lucky to be alive. Standing in front them is an unlikely welcoming committee:

Three sullen, genius-level TEEN-AGERS, observe them with dour curiously. LEXI, the Russian... VLADIMIR, a dark-eyed, chunky Armenian kid... KIM-SU, a tough, petite Korean girl. All have the subdued maniacal stares of birds kept too long in a gilded cage.

LEXI crouches to examine the BOARD, which floats knee-high near SURFER.

LEXI
Gravitic hyper-stasis. How are the acceleration vectors stabilized?

(CONTINUED)

118 CONTINUED:

SURFER
Spherical isotope bonding.

KIM-SU
Radial super-conduction?

SURFER
Anti-proton nucleids.

VLADIMIR
Is impossible.

GENIUSES exchange looks of skeptical fascination. KAT is lost to the science, but she keeps an ear on the elevator shaft, as gunshots continue to rain down.

LEXI
I know this object. I saw it fall from the sky.

SURFER
You saw me as well. I am the second object brought down by your vortex.

LEXI bristles, suddenly defensive.

LEXI
Who let you in here?

KAT
Nobody. That's why they're shooting at us.

SURFER
Your cyclometic generator is a brilliant design. You are a genius in any galaxy. But I can help you boost its hetrodonic phase induction to expand its vortex stability to the twenty-third power.

GENIUSES are intrigued, but deeply suspicious.

VLADIMIR
Who are you?

SURFER
I am Silver Surfer, formally Norrin Radd, Science Philosopher General of the planet Zenn-La.

(CONTINUED)

118 CONTINUED:

A beat, then all eyes fall on KAT.

KAT
Um... I am Kat, formerly Katelin Miranda Beaulieu, of Hell's Kitchen, Borough of Manhattan, in the Great City of New York.

SURFER
We come to you on a critical mission. We must take your vortex generator out of this place and assemble it to counter the pending arrival of a cosmic conqueror named Galactus.

VLADIMIR
Since when you have a way to get us out of here?

SURFER
I will find a way. Or the Earth will surely be destroyed.

GENIUSES don't know exactly what this guy is about, but he's the most exiting thing to arrive in their dreary lives.

LEXI
Get us out of here, you can have anything you want.

SURFER
Take me to your lab.

But NEW NOISE draws their attention to the elevator shaft. High above: DETWEILER and his GUARDS load onto the platform and HEAD DOWN.

KAT
They're coming down!

KIM-SU plugs her wrist-mounted computer into a wall security panel, pressing commands.

KIM-SU
We can't rid of the Idiots. But we know how to mess with them.

119 INT. ELEVATOR SHAFT - NIGHT.

ELEVATOR STOPS DEAD. DETWEILER barks at his security controller:

DETWEILER

DOWN...

GUARDS brace themselves, as the elevator JOLTS UP.

120 INT. ELEVATOR BUILDING - NIGHT.

ELEVATOR PLATFORM gains speed and hits the top HARD, folding upward, flipping GUARDS off. Down the shaft: A SERIES of BLAST BARRIERS SLAM SHUT, sealing tight.

DETWEILER
(into controller)
Emergency over-ride!

His screen, DIGITAL HASH becomes words: "EAT IT BIG"

121 EXT. MULTREX COMPOUND - NIGHT.

FBI and SPECIAL-OPS HELICOPTERS swoop in, searchlights blazing. DETWEILER confronts LT GAMMAGE, who climbs out with mugshots of KAT and SURFER.

LT GAMMAGE
These are Federal fugitives! They're mine. You seen them?!

DETWEILER
This is a classified facility! FBI has no jurisdiction! Back out NOW.

MAZER steps off HELICOPTER, coolly scanning.

MAZER
"Detweiler", is it? That call on your coded line is from the White House Chief of Staff...

DETWEILER
What call?

Beep-beep... DETWEILER whips it out his celphone and listens. His attitude instantly improves.

122 INT. UNDERGROUND LAB - NIGHT.

LEXI, KIM-SU and VLADIMIR lead KAT an SURFER thru dark corridors...

122 CONTINUED:

LEXI turns to KAT, who shrugs: She's come to expect this kind of thing from Surfer. LEXI finally notices her hunger, offers her a chip.

Computer screen: SURFER creates an image of the World-ship and a silhouette of Galactus inside. He manipulates the geometry of the vortex, driving massive calculations.

SURFER
Your brilliant but primitive device, if used to generate a vortex directly below Galactus's ship, will unlock an inter-dimensional portal which will pull him away from us.

VLADIMIR
"Portal"? You make it sound as if someone built it.

SURFER
Someone did, so it is believed. Those who came before us all. Before even Galactus himself... The Beings With No Names, the Ones who conquered reality as we know it...

LEXI is intrigued, VLADIMIR skeptical, KIM-SU is willing to listen. KAT is baffled, but she's grown accustomed to it.

SURFER
In your own human history, there were great civilizations which have long since disappeared, whose ancient roads have been obscured by the sands of time. This system of passageways was left behind in the same manner... On a cosmic scale.

He manipulates the screen: The Vortex lengthens and OPENS a PORTAL, into a MAZE of inter-dimensional tunnels so complex, the calculations freeze up the computer.

There is an extended moment of wonder among the group...

KAT
You mean... There's this subway system that goes into other dimensions? And Lexi's vortex machine can open up a station nobody ever knew was there?

(CONTINUED)

122 CONTINUED:

LEXI, VLADIMIR and KIM-SU look at her.

SURFER
Exactly.

Screen: World-ship graphic disappears up the vortex, which closes behind it. KIM-SU works her computer, checking the math.

KIM-SU
Theoretically, if the ship's mass is large enough, it would open a wormhole.

VLADIMIR
Hogwash.

LEXI
No, Vladimir, look! My vortex will self-tune to the ship's resonant frequency! It would act as a cryptographic key to unlock this pre-fabricated wormhole portal in the space-time continuum! It could work! This giant Galactus bastard would get sucked into a random dimension!

KIM-SU
And never be able to return.

SURFER
Yes... Never.

KAT notices SURFER'S strange sad tone.

KAT
What's the problem? Isn't that the point?

SURFER
I do not gloat over the end of any life-form, even Galactus... But of course, it must be done.

LEXI
All right... Let me see now... In return for saving the universe, I demand never again to be stuck in a stinking hole like this.
(more...)

(CONTINUED)

122 CONTINUED:

LEXI (Cont'd)
And I want to eat a meal in a very expensive restaurant. Every night. And...

KAT
You'll be heroes, okay? You'll get <u>whatever</u> you want.

LEXI fixes on her, intrigued by what she might be suggesting. KAT notices a security screen image of DETWEILER, LT GAMMAGE and a build-up of SPECIAL-OPS TROOPS.

VLADIMIR
Not if the Idiots have anything to do with it.

KAT
Is there another way out of here?

KIM-SU
No. Believe me, I've spent years looking.

SURFER rises, scanning the place. He hops on his BOARD and surfs above lab clutter, looking at the outer walls.

>>> SURFER P-O-V <<< : Seeing thru concrete and rock, a view INSIDE CLIFFS, to the OCEAN beyond. View zeroes on: A craggy ROCK FISSURE extends inland from the seashore, coming within a few feet of the lab wall.

SURFER
There.

VLADIMIR
He is delusional.

SURFER
Pack your vortex machinery, we will carry it out.

He aims ENERGY BEAMS at the wall. Concrete chips away, but it's slow going.

KAT
Trust me, he knows what he's seeing. Pack it up!

KAT helps LEXI, VLADIMIR and KIM-SU set about dismantling the VORTEX RIG.

123 EXT. MULTREX COMPOUND / FBI COMMAND TRUCK - NIGHT.

SPECIAL-OPS COMBAT UNITS roll up to surround the compound. On the approach road, the FBI COMMAND TRUCK is brimming with activity.

124 INT. FBI COMMAND TRUCK - NIGHT.

LT GAMMAGE grills DETWEILER and hastily-assembled MULTREX EXECUTIVES.

DETWEILER
They changed the access codes. We're locked out. They've got independent power, food and water for ninety days.

LT GAMMAGE
My two suspects are holed up with what, a bunch of kids?

MULTREX LADY
Don't think of them as normal youngsters.

MAZER accesses a classified dossier on his computer:

MAZER
Yes, I remember this one. The Soviet Union used selective breeding to create offspring with superior intelligence. Ten years ago, Russia was strapped for cash, they sold us three of them...

Files: LEXI, VLADIMIR and KIM-SU, each with IQ's over 200.

LT GAMMAGE
Wouldn't the taxpayers love to hear they bought black market geniuses?? Christ, what's next?

MULTREX MAN
It looked good on paper. Take high-functioning intellects, turn them loose on defense challenges. We found out pretty quick, IQ and defense asset generation have little correlation. We couldn't sell them back, couldn't let them go public. We got stuck keeping them alive down there.

(CONTINUED)

124 CONTINUED:

MULTREX LADY
I don't know about your suspects, but these "kids" must be contained. They blatantly resist authority, engage in self-destructive and sociopathic behavior, and display frequent interest in morbid subject matter.

LT GAMMAGE
Oh. You mean they're teen-agers?

MAZER
(pondering...)
Upstart geniuses who don't officially exist... Why would our suspects want to find them?

MAZER hacks deep into the Multrex system, cracking into live images from Lexi's workstation: The vortex, strategically positioned under the World-ship... The icon of Galactus... The heavy calculations... The portal to another dimension.

The room falls silent, as MAZER comprehends what the others can only guess at. His conclusions leave him pale. He rises to exit.

MAZER
Excuse me, I need to call the President.

125 INT. WHITE HOUSE OVAL OFFICE - NIGHT.

PRESIDENT and TOP AIDES, in bathrobes, hover at a priority phone... Beep beep. PRESIDENT answers.

126 EXT. MULTREX COMPOUND - NIGHT.

MAZER paces an open strip of grass, on his celphone.

MAZER
Sir, I have concluded that we are dealing with a bona-fide being of extra-terrestrial origin. He may be acting in the best interest of humanity, I'm not sure yet. He appears to be mounting a plan to defend Earth against a hostile invasion of superior technology.

(CONTINUED)

126 CONTINUED:

PRESIDENT (O.S.)
Mazer, I pay you to understand things I can't. Are you suggesting that I order cooperation?

MAZER
Sir, in my judgment, we've got nothing to lose by...

Something catches MAZER'S eye, a vision that strikes him silent. Strolling toward him, out of the woods, is a sultry female figure...

ARDINA... Lands a cool smile on MAZER. Wanting him.

SOLDIERS hustle in, but ARDINA waves them aside... And gets away with it. She stops facing MAZER, not blinking.

ARDINA
The vortex machine will be of little consequence. My Master always wins.

MAZER
Who... Are you?

She reaches to cradle his jaw. MAZER locks on her EYES... PUPILS swirls CHROMATIC FRACTAL HYPNOSIS...

127 INT. WORLD-SHIP INNER SANCTUM / SPACE - NIGHT.

ARDINA becomes GALACTUS, his massive ENERGIZED FINGERTIP touching MAZER'S jaw.

GALACTUS
I rule this Universe, little man. Do as I say and you shall reign on my behalf, commanding your entire galaxy...

From his eyes bloom BRILLIANT VISIONS of: MAZER and ARDINA as KING and QUEEN -- commanding a POWERFUL MEGA-TECH FLEET of STAR-SHIPS...

128 EXT. MULTREX PERIMETER - NIGHT.

MAZER JOLTS back to reality -- stunned, enthralled -- as ARDINA trails a fingertip down his chin.

ARDINA
Your whole galaxy... And me.

(CONTINUED)

128 CONTINUED:

MAZER barely notices shouting from the celphone:

PRESIDENT (O.S.)
Mazer! I need to take action! Give me your recommendation!

ARDINA leans close, whispering in MAZER'S ear, lips teasing his cheek. He weakens further with each heartbeat...

129 INT. UNDERGROUND LAB / ROCKY FISSURE - NIGHT.

SURFER -- nearly exhausted, hands BURNING -- chips away rock with his ENERGY BEAMS -- four feet into the wall... Five...

FRESH AIR blasts inward, as a CAVITY falls open.

KAT kicks away loose rock, shining a flashlight into a craggy, NATURAL FISSURE.

KAT
Smell it! It's the ocean!

LEXI, VLADIMIR and KIM-SU heft the FIVE VORTEX TRANSDUCER and CONTROL GEAR, climbing into the FISSURE with flashlights.

SURFER
Go! Follow the fresh air!

SURFER, turns, vexed by a new concern. He moves to the center of the lab, eyes on the ceiling. He squints, the lab lights flicker.

KAT
What is it?

SURFER
The left hand is upon us.

>>> SURFER P-O-V <<< : Thru the lab ceiling, above layers of rock, energy patterns reveal buildings and vehicles on the surface. Among them, an SPECIAL-OPS DRILLING RIG bores a hole into the ground, dropping a RED GLOWING DEVICE on its tip.

SURFER
A fissionable warhead is being deployed this way.

(CONTINUED)

129 CONTINUED:

KAT
Warhead? A Bomb??

SURFER
The other surrogate of Galactus has done its bidding.

KAT
They're going to nuke us?? Let's get out of here!

SURFER looks at her, perhaps for the last time:

SURFER
Go. Get the others away. I will stay and absorb the blast.

KAT
Absorb--? Have you ever done a nuclear blast before?!

SURFER
No. But if it gives you more time to escape, I must try. They've got the vortex machine, but they need you to lead them. GO.

KAT hesitates. SURFER seats her on his BOARD, ordering them away. Both KAT and the BOARD balk.

But SURFER prevails... KAT'S fingers stretch away from his, as the BOARD carries her across the lab, into the escape tunnel. She glances back in tears, glimpsing a final vision of:

SURFER, alone in the center of the lab, arms spread, face up-turned, lights around him flickering.

130 INT. ROCKY FISSURE - NIGHT.

BOARD carries KAT along rocky twists and turns, catching up with: LEXI, VLADIMIR and KIM-SU, as they squeeze the TRANSDUCERS thru a tight rock passage.

KAT
MOVE! The Idiots are nuking the lab!

VLADIMIR
Figures.

(CONTINUED)

130 CONTINUED:

LEXI hastens their progress, hauling TRANSDUCERS up an incline, swinging lights into the next leg of the fissure.

KIM-SU
That way! Feel the air!

131 EXT. MULTREX COMPOUND / PERIMETER - NIGHT.

FBI and SPECIAL-OPS VEHICLES clear off the compound, leaving behind the automated DRILLING RIG.

LT GAMMAGE is escorted away by black-suited SPECIAL OPS SOLDIERS. They remove his badge and pass it to MAZER.

LT GAMMAGE
Twenty-first century tactics, my ass! You're trying to cover up one dirty secret with another! What if those kids are RIGHT, what if our suspects CAN help us?! It's insane not to at least interrogate them and find out! You're not gonna to get away with this, Mazer!

MAZER signals SOLDIERS, who shove LT GAMMAGE in the back of a BLACK STAFF CAR. As he is whisked from the scene, he notices out the car window, an disturbing sight:

ARDINA strolls along the road. As GAMMAGE passes, she lays a sly look on him... And smiles. GAMMAGE'S eyes ignite, but not for obvious reasons: He knows somehow she's at the bottom of this. But the STAFF CAR hauls him away, and ARDINA steps casually off into the woods.

In the woods above the commotion, ARDINA sits on a log to wait, examining a pack of cigarettes. She slips one out and lights it. It's her first. She draws deep, burning the entire cigarette TO ASH in one puff, including the filter. The entire ash-fossil hangs in her lips for an instant... Then she INHALES it all, in a single swift unflinching draw.

MAZER clambers up to meet her, in rapture, briefcase and overcoat in his clutches.

MAZER
Two minutes, the lab will be an erased memory.

ARDINA smiles approval. MAZER flings his briefcase and overcoat, moving for a victory kiss.

(CONTINUED)

131 CONTINUED:

ARDINA wraps her arms around him. They tumble to the forest floor. Her legs wrap around him, she HEATS UP, holding the kiss tight.

ARDINA goes RED HOT GOLD; MAZER BURNS in AGONY.

132 INT. UNDERGROUND LAB - NIGHT.

SURFER, his body shimmering metallic in the dim lab; his eyes locked overhead.

>>> SURFER P-O-V <<< : Drill rig bores the WARHEAD downward...

Ceiling hole breaks open, a SLIM TACTICAL WARHEAD slides in, a BLAST PLATE expands to cover ceiling hole. Drill retracts, WARHEAD DISENGAGES.

WARHEAD DROPS straight at SURFER'S upturned face. Inches before impact...

BOOF. WHITE-OUT. EAR-SPLITTING THUNDER.

133 EXT. MULTREX COMPOUND - NIGHT.

Dull rumble. Mild shockwave radiates from the center of the grounds.

134 INT. ROCK FISSURE - NIGHT.

LAB BLAST blows a SEARING NUCLEAR FIRE-BALL thru the fissure's narrow passageways.

BOARD dumps KAT, SHIELDS her.

LEXI, VLADIMIR and KIM-SU come to a steep ledge, can't scale it fast. They hit the deck with the TRANSDUCERS, as the BLAST ROILS at them from behind.

All CRINGE, as FIERY DEATH reflects in their young eyes...

But the NUKE PLUME stabilizes fifty feet short... Then RETRACTS toward the lab.

KAT
GO! KEEP GOING!

LEXI climbs the ledge, hoisting the TRANSDUCERS up.

135 EXT. CLIFFS / SEA COAST - NIGHT.

Rocks tumble, as flashlight beams poke into the night. LEXI climbs out the fissure mouth, then helps KIM-SU and VLADIMIR out with TRANSDUCERS and CONTROL GEAR.

Blast rumble gives way to moonlit ocean serenity. LEXI, VLADIMIR and KIM-SU inhale the smell of freedom, trading crooked smiles.

KAT is last out -- helped by the BOARD -- her worried eyes remaining on the dark fissure.

KAT
Surfer?!...

Her voice echoes deep, but there is no answer.

STERN VOICE
Hold it right there.

Lights BLIND THEM. Six SPECIAL-OPS SOLDIERS aim BIG GUNS, poised near an ARMORED PERSONAL CARRIER (APC) on the beach.

LEXI
Shit. Go ahead and shoot me, get it overwith. I'm not going back in there.

But SOLDIER'S lights FLICKER, as a BRIGHTER LIGHT SOURCE radiates from INSIDE the FISSURE.

KAT whips around, eyes first to see:

SURFER, steps out of the fissure mouth, onto the rocks -- FULLY ENERGIZED. Beyond mere SILVER, he is restored to luminous METALLIC PERFECTION. His pupil-less metal-orb eyes stare coldly. His intentions are hard to read. He's downright scary looking.

KAT
Surfer??

SOLDIERS OPEN FIRE on SURFER. KAT, LEXI, VLADIMIR and KIM-SU DUCK.

Bullets do nothing to SURFER. With both hands, he shoots PULSING STUN BEAMS, knocking the SOLDIERS flat.

SURFER
They are misguided. They will awaken with headaches, nothing more.

(CONTINUED)

135 CONTINUED:

LEXI, KIM-SU and VLADIMIR stare in abject amazement.

VLADIMIR
Very well. He is not from this planet.

But the most stunned -- and a little disappointed -- is KAT. SURFER scans the starry sky, finally engaging her shocked eyes.

SURFER
Know me as I truly am.

KAT moves toward him, but he admonishes:

SURFER
Do not approach. My body will be harmful to you now... Dangers lurk, we must be away from here.
(points to APC)
Can you drive that?

KAT
I uh, well --

SURFER
Then follow my lead... To me board!

BOARD -- with great enthusiasm -- shoots high and SWOOPS down to him. SURFER mounts it, ENERGIZING IT FULLY. With ultimate skill, SURFER rides the BOARD high and scans the area.

136 INT. APC - NIGHT.

KAT climbs in the strange cockpit, quickly figuring its brawny controls. LEXI and KIM-SU open the rear doors, VLADIMIR hands in the TRANSDUCERS.

KAT crunches gears, jams the GAS --

137 EXT. BEACH - NIGHT.

APC'S POWER-TREADS spit sand a hundred feet; it ROARS down the beach, following:

SURFER, gliding on his BOARD twenty feet above the surf, turning to check on them.

138 EXT. BLUFF ABOVE BEACH - NIGHT.

A FIGURE steps along the weedy bluff, settling into a view of the moonlit beach...

It's ARDINA, wearing Mazer's overcoat.

She tracks SURFER and the APC, as they move along the shore far below. Her eyes narrow. She smiles.

A low GROWL rattles behind her...

PUNISHER lurches up next to her, pausing to nuzzle ARDINA'S arm. ARDINA blows him off, and -- with a snap of the finger -- gives him marching orders.

PUNISHER BELLOWS angry rejection. He LEAPS off bluff and THRASHES down to the beach.

139 EXT. BEACH - NIGHT.

SURFER pivots his BOARD, looking back to the APC.

140 INT. APC - TRAVELING - NIGHT:

KAT drives, sees rear-view with alarm: PUNISHER is COMING RIGHT at THEM.

KAT

HOLD ON!

She swerves evasively. LEXI, VLADIMIR and KIM-SU cushion the fragile TRANSDUCERS as:

SURFER THUNDERS STRAIGHT PAST THEM.

141 EXT. BEACH - NIGHT.

BLAMMMM! SURFER SLAMS PUNISHER head-on, tackling him down the beach, PLOWING SAND like a locomotive.

142 EXT. BEACH-HOUSES / STREETS - NIGHT.

KAT speeds off the beach, heading BETWEEN beach houses. APC BASHES thru narrow space, RIPPING off siding, CRASHING away PIPES -- BUSTING aside parked cars, CAREENING onto the street --

143 EXT. BEACH - NIGHT.

SURFER and PUNISHER blast up thru sand -- SURFER unleashes SILVER ENERGY STREAMS from his HANDS --

(CONTINUED)

143 CONTINUED:

PUNISHER takes a beating, staggers and flails.

But PUNISHER FLIPS and connects a SOLID UPPERCUT, METAL-TO-METAL, tossing SURFER a MILE OUT TO SEA.

PUNISHER turns and LEAPS up the beach.

BOARD SPEEDS to sea, searching for SURFER.

144 EXT. STAFF CAR - TRAVELING COASTAL ROAD - NIGHT.

Two SOLDIERS in front, LT GAMMAGE held prisoner in back.

LT GAMMAGE
What are you going to do? Disappear me like you did those kids?? HUH??

COMMAND RADIO
Unit 68 unaccounted for, all other units, report any contact with Unit 68!

Out of nowhere, the STOLEN APC ROARS across the road in front of them -- LABELED "68". LEXI is visible in the top-gun turret, KIM-SU and VLADIMIR hang out the back, trying to close a flapping tailgate.

LT GAMMAGE
They're alive!

SOLDIERS slam on brakes, grab the radio mic.

SOLDIER
Command central, we've got --

LT GAMMAGE reaches from the back seat with surprising speed. He rips out the mic, SLAMS elbows at the SOLDIERS.

145 EXT. COASTAL ROAD - NIGHT.

STAFF CAR doors open, LT GAMMAGE shoves unconscious SOLDIERS out and climbs behind the wheel. He peels out in the direction of the APC.

PUNISHER SLAMS PAST him, in HOTTER PURSUIT. GAMMAGE swerves, forced onto a side street.

146 EXT. OCEAN / BEACH - NIGHT.

Water SWELLS and SHIMMERS, as SURFER emerges thru the surface, riding his BOARD...

(CONTINUED)

146 CONTINUED:

Tide SWELLS to Tsunami strength, hurling him toward the beach... Wave crests and SURFER takes FLIGHT INLAND...

147 INT. APC - TRAVELING STREETS - NIGHT.

LEXI'S top-gun screen locks on PUNISHER, who GAINS with FRIGHTENING SPEED.

LEXI
NOW WHAT?!

KAT
PULL THE TRIGGER!!!

148 EXT. BLIGHTED INDUSTRIAL STREETS - NIGHT.

APC TOP-GUN FIRES on PUNISHER -- BULLETS PUMMEL HIM --

PUNISHER BELLOWS REVENGE. LEAPS onto APC.

149 INT. APC - TRAVELING - NIGHT.

PUNISHER RIPS thru APC ROOF. VLADIMIR and KIM-SU REACT, pulling the TRANSDUCERS beyond his reach.

KAT HITS the GAS, SWERVES -- PUNISHER nearly falls off, but REGAINS and POKES his NASTY FACE inside, opening his MAW, unleashing a DEAFENING BELLOW --

VLADIMIR aims a GRENADE LAUNCHER and SHOOTS A DIRECT HIT down PUNISHER'S THROAT.

PUNISHER'S mouth reflexes shut. GRENADE EXPLODES INSIDE of him. He ruffles, then BELCHES. Returns his attention to the TRANSDUCERS, RAGING.

PUNISHER RIPS his HOLE BIGGER, REACHES INSIDE.

KAT, desperate, glimpses a FLASH from the side:

150 EXT. BLIGHTED INDUSTRIAL STREETS - NIGHT.

SURFER on his BOARD, SWOOPS IN -- BLIND-SIDES PUNISHER, RIPPING him off the APC, HAULING him away on the BOARD.

KAT sees in the rear-view: The STAFF CAR, coming up behind them, LIGHTS FLASHING.

KAT
WHAT NOW?!

(CONTINUED)

150 CONTINUED:

She CRASHES thru a guard rail, down a rugged dead-end slope and roars away.

STAFF CAR stops short, unable to make the slope. LT. GAMMAGE hops out, revolver at the ready:

LT GAMMAGE
DAMNIT.

He raises binoculars in the other direction, sees SURFER flying on his BOARD, HAULING PUNISHER high into the sky. LT GAMMAGE can't figure out all of this, but his police instincts are working overtime.

151 EXT. SKY ABOVE BROOKLYN - NIGHT.

BOARD rises steeply -- SURFER holds PUNISHER onboard, locked in hand-to-hand warfare -- ENERGY SNAPPING FURIOUSLY BETWEEN THEM.

SURFER gets the edge, PUMMELING PUNISHER with a SILVER sledge-hammer FIST. He sets to flip PUNISHER off -- a mile high free-fall.

PUNISHER'S CLAWS LASH into SURFER'S METAL EYES. SURFER recoils in PAIN.

PUNISHER throws SURFER off the BOARD.

SURFER TUMBLES...

BOARD KICKS PUNISHER OFF, spiraling after SURFER...

152 INT. ABANDONED FACTORY - NIGHT.

ROOF EXPLODES -- SURFER CRASHES diagonally thru layers of THICK PIPE and IRON CATWALKS, CRACKING into a solid concrete floor.

He gets onto all-fours, stunned.

PUNISHER FLIES THRU the same hole, bringing his FISTS ahead of him for maximum IMPACT:

SLAM! PUNISHER'S FISTS DRIVE the ultimate KIDNEY SHOT into SURFER'S BACK. Together they CRASH thru a brick wall, into a pit of industrial muck.

PUNISHER comes for more. SURFER counters with a BLAST of ENERGY. But PUNISHER'S reflexes are lightning-fast, evading the blows.

(CONTINUED)

152 CONTINUED:

PUNISHER SLAMS SURFER'S head into a wall, knocking him down, ready for the kill.

BOARD flies in, heading to aid SURFER.

PUNISHER -- like a distracted child -- GRABS the wondrous BOARD, but it resists his pull.

SURFER, down for the count, casts a command to the BOARD.

BOARD edges back, then SHOOTS like a razor up PUNISHER'S CHEST, INTO his MOUTH, SLICING off the top of his HEAD. PUNISHER HEAD tumbles, RIPPED BODY staggers and collapses.

BOARD proudly presents PUNISHER HEAD to SURFER, a gruesome trophy... SURFER fixes ENERGY BEAMS on it, reducing it to ASH...

SURFER regains his strength, climbs on BOARD and flies into the night.

153 EXT. DARK BLIGHTED STREET - NIGHT.

The APC sits parked in side-street shadows, its rear door open. KAT watches the sky, worried.

KAT
Surfer?...

LEXI and KIM-SU have the FIVE TRANSDUCERS out on the tailgate, inspecting them.

LEXI
No damage. We are in good shape.

VLADIMIR
We shouldn't stay here.

KAT
He'll be here. We have to wait.

KAT turns at the sound of CLICKING HEELS. A SILHOUETTED WOMAN strolls toward them.

WOMAN
You need help?

German accent... It's ARDINA. Dressed in expensive fur, offering a slim celphone.

(CONTINUED)

153 CONTINUED:

KAT
Uh... Well, maybe.

LEXI and VLADIMIR are instantly captivated by this extra-ordinary female. KIM-SU groans, offended.

ARDINA steps closer, eyeing the VORTEX TRANSDUCERS. KAT moves to block her view. ARDINA levels a sultry look. KAT gets a chill.

KAT
We don't need help, thanks.

ARDINA
Really. I want to.

She reaches past KAT, fingers within inches of a TRANSDUCER. KAT GRABS her hand and HOLDS IT AWAY.

KAT
Nobody dressed like you walks alone on these streets at four AM... You're the left hand of Galactus.

ARDINA is impressed. Amused.

LEXI comes closer, ready to spring a line on ARDINA. But he sees her arm HEAT UP and BURN KAT'S HAND.

KAT YELPS and LETS GO -- But ARDINA GRABS her ARM and HEATS up MORE. KAT GOUGES ARDINA'S EYES, to no effect. LEXI SMACKS ARDINA with a wrench. Nothing.

ARDINA reaches her free hand to the APC rear window support. With a single flick, she sends the window-frame CRASHING DOWN on the TRANSDUCERS. FRAGILE internal parts SHATTER, GAS HISSES OUT.

VLADIMIR and KIM-SU rush to assess the damage.

ARDINA BURNS KAT arm with great pleasure, reaching her other HOT HAND to KAT'S PRETTY FACE. LEXI can't pry her off.

154 EXT. BROOKLYN FROM ABOVE - FLYING - NIGHT.

>>> SURFER P-O-V <<< : Flying over an energy-resonant landscape of buildings, coming to: KAT'S unique energy signature, polluted by ARDINA'S PURPLISH BLOTCH.

155 EXT. DARK BLIGHTED STREET - NIGHT.

WHOOSH! SURFER carves his BOARD to the street, wrenching ARDINA'S hand off of KAT.

KAT tumbles into LEXI'S arms.

SURFER
It's me you want. Leave them alone.

ARDINA
Silver Surfer... How long I've waited.

She HEATS to HOT GOLD, fur coat FLASH-BURNS away. She faces SURFER, the SEXY NAKED-GOLD counterpart to his silver masculinity.

VLADIMIR and KIM-SU watch with incredulity. This is beyond science.

ARDINA
And now, Surfer... Time we kiss and make-up?

SURFER -- the model of forbearance -- seems to be succumbing to her charms.

SURFER
Not here.

He sweeps GOLD ARDINA on his BOARD and together they FLY away into the night.

KAT
Surfer?!?

156 EXT. NIGHT SKY - HARBOR BRIDGE - NIGHT.

Manhattan on the horizon. SURFER flies in tandem with ARDINA, his arms holding her her from behind. He lands on the pinnacle of a harbor bridge. Their PERFECT METAL BODIES face one another... It's a match made in Galactus-heaven.

ARDINA
The game is over, Silver Surfer. Galactus will forgive you because he needs you. He understands your loneliness, so he made me for you to keep.

SURFER is stirred to core by her hypnotic charms.

(CONTINUED)

156 CONTINUED:

SURFER
How can Galactus take the spoils of destruction and create such beauty?

His arms go around her. He KISSES HER. ARDINA'S body HEATS UP RED HOT --

But SURFER resists being overwhelmed by her heat, clenching her as tightly as she's got him. ARDINA makes herself HOTTER, like molten glass. It's a passionate TEST of WILLS.

When ARDINA reaches PEAK HEAT, SURFER draws back and INHALES an incredibly DEEP BREATH. Resuming the kiss, he BLOWS the MASS of AIR INTO ARDINA. Her BODY SWELLS like BLOWN glass, her EYES SHOCKED as she struggled fruitlessly, her body growing more and more BLOATED, a THIN SHELL of MOLTEN MATTER.

SURFER SHOVES HER off the bridge -- She TUMBLES, hitting the water below -- HISSING FURY, as the cold SOLIDIFIES her UGLY BLOATED FORM, leaving her to float like a glass beach-ball.

SURFER aims a hand -- With one SHARP BEAM, he EXPLODES her into a MILLION PIECES.

157 EXT. DARK BLIGHTED STREET - NIGHT.

KAT and LEXI hear the explosion, as they assess the DAMAGED VORTEX TRANSDUCERS. Two of the five TRANSDUCERS are completely destroyed.

KIM-SU GASPS, the others follow her gaze to the sky: The stars are blocked by the arrival of the AWESOME ARRIVAL of:

GALACTUS'S WORLD-SHIP, COLD and MENACING, moving slowly CLOSER in the night sky.

VLADIMIR
Okay, I believe it all.

SURFER sweeps down on his BOARD, acknowledging the ominous sight. He quickly assesses the three remaining TRANSDUCERS.

KAT
Surfer, this is the end, isn't it?

(CONTINUED)

157 CONTINUED:

There is brief acknowledgment between them. The city comes alive with horns, lights and PANIC, as the WORLD-SHIP is seen by millions.

SURFER
No. Lose hope and you are dead. Lexi, program a vortex using the three good transducers.

KIM-SU punches calculations into her arm-mounted computer.

KIM-SU
Three could not produce a vortex powerful enough.

SURFER
For the world-ship no, but for Galactus himself, yes. When he is gone, the world-ship will self-destruct.

KIM-SU moves a graphic of GALACTUS out of his worldship, to a spot under the schematic vortex.

LEXI
The transducers would have to be positioned <u>above</u> your Galactus bastard.

VLADIMIR
We are doomed.

KAT
(reading SURFER)
We're not. Surfer is going to trick Galactus into coming <u>down here</u>.

LEXI positions the graphic GALACTUS and vortex near the earth's surface. The vortex lengthens and sucks GALACTUS up into oblivion. The WORLD-SHIP disintegrates.

SURFER
Where can the transducers be placed to configure such a trap?

LEXI
Somewhere very high, with perfect triangulation.

KIM-SU works a data-base search: 3-D map of New York City indicates three properly-configured corners.

(CONTINUED)

157 CONTINUED:

KAT recognizes the closest:

KAT
Times Square!

SURFER commits the map to memory.

SURFER
Go there and set your three transducers. I will delay Galactus as long as possible. Then I will draw him down and into this trap... And be warned, do not fall prey to the beauty of Galactus's coming... Stay about your mission, avert your eyes from it, or time stops for all of us...

KAT jostles LEXI and VLADIMIR to heed the warning. They pull their eyes from the sublime sight of the world-ship above, and set about packing the three unbroken TRANSDUCERS.

SURFER mounts his BOARD, pausing to cast his metallic gaz upon KAT.

SURFER
Let us share no doubt. We will meet again, in this place you call Times Square.

A nod confirmation seals the promise... Then, on his BOARD SURFER flies, away in the sky...

158 EXT. BROOKLYN STREETS - NIGHT.

PANIC wakens across the city. Waves of PEOPLE rush into streets, SCREAMS fill the air. DRIVERS LOOK UP while driving and CRASH. TV News condemns SURFER as the cause of it all.

A MAN in pajamas FIRES a PISTOL hopelessly up at the WORLD-SHIP. His aim shifts: SURFER whizzes overhead on his BOARD. MAN FIRES at SURFER.

The APC pulls onto a MAIN STREET, heading across town toward Manhattan.

A beat later, the STAFF CAR catches a glimpse of the APC. LT GAMMAGE muscles thru MOUNTING TRAFFIC to follow it.

159 EXT. ABOVE CITY / EARTH ORBIT - NIGHT.

The upper atmosphere, between sky and space... A landscape of the gods, high clouds painted by slanting rays of sun.

SILVER SURFER arcs higher on his BOARD... There, he confronts the IMPOSING, MAJESTIC WORLD-SHIP. Like a matador engaging his bull, SURFER circles wide around it... WORLD-SHIP rotates to stay precisely facing him, shifting its "aim" AWAY from Earth.

161 EXT. BROOKLYN STREETS / EAST RIVER - NIGHT.

APC DODGES TRAFFIC, SMASHES ASIDE STALLED CARS, inching toward Manhattan. Streets become increasingly CLOGGED WITH CARS, LOOTERS and FLEEING PEDESTRIANS.

162 INT. APC - TRAVELING - NIGHT.

KAT drives with gritty determination. LEXI rides beside her, observing the PANICKED STREETS.

LEXI
Ah, New York. I always wondered what it was really like.

KAT looks at this odd Russian guy. He's not kidding, he's never been out on the streets.

KAT
It's not always this bad.

KIM-SU
LOOK OUT!

They come onto an EXPRESSWAY, which is BLOCKED SOLID with TRAFFIC. KAT SCREAMS to a halt, JAMS it in REVERSE. BURNS WIDE RUBBER BACKWARDS.

But they are BLOCKED by CARS closing in from behind. KAT revs to the expressway's sidewalls, but it's fifty foot drop.

VLADIMIR
I knew it. Hopeless.

(CONTINUED)

162 CONTINUED:

Across the East River lies Manhattan. Every road and bridge is JAMMED to a STAND-STILL by STALLED VEHICLES, POLICE and CHAOTIC GUNFIRE.

LEXI
Where is this place "Times Square"?

KAT
Across the water.

She BANGS her fists on the steering wheel, tears not far behind. KIM-SU checks her data screen: Online traffic maps show all commuter arteries flashing CRITICAL RED.

KIM-SU
We're not going to make it.

163 EXT. EXPRESSWAY - NIGHT.

STAFF CAR rolls to a stop, caught in the jam. LT GAMMAGE hops out, pulling his service revolver. He hurries forward thru stalled traffic, sights fixed on:

The APC... KAT has the doors open, hastily organizing LEXI, VLADIMIR and KIM-SU to carry the TRANSDUCERS on foot. It's a hopeless task: The EXPRESSWAY is a war-zone.

LT GAMMAGE
Hold it right there.

KAT turns, sees him coming. LEXI, VLADIMIR and KIM-SU freeze, TRANSDUCERS in their grip.

LT GAMMAGE
Name's Gammage, formerly with the FBI. What are you kids up to?

His revolver is not exactly pointed at them, but he's ready for trouble.

KAT
If we don't get these things into Manhattan soon, this whole world is going to be destroyed by THAT.

She points up. GAMMAGE glances up briefly, he knows what she means: The source of the city's panic, the WORLD-SHIP... He sizes up KAT, checks out LEXI, VLADIMIR and KIM-SU.

(CONTINUED)

163 CONTINUED:

LT GAMMAGE
I don't know exactly what's going on here, but I've been in law enforcement for twenty-seven years and I know the difference between good guys and bad guys...

He stows his revolver, picks up the VORTEX CONTROL GEAR.

LT GAMMAGE
You'll never make it into Manhattan that way... Follow me, stay close.

KAT, LEXI, VLADIMIR and KIM-SU trade shocked looks. They sling the TRANSDUCERS on their backs and follow GAMMAGE, as he doubles-back and drops off the expressway.

164 EXT. BROOKLYN HARBOR - NIGHT.

Across the water: Manhattan. Hanging in the night sky above: The WORLD-SHIP.

LT GAMMAGE hurries KAT, LEXI, VLADIMIR and KIM-SU onto a dark dock, where an FBI SALVAGE TRAWLER sits in a slip.

GAMMAGE helps load the TRANSDUCERS, then hurries to the wheel-house. He shoulders open the door, feels to an overhead shelf, pulls down a key.

ENGINES ROAR to LIFE... KAT tosses off dock lines. FBI TRAWLER GROWLS away with LEXI, VLADIMIR, KIM-SU and KAT onboard... GAMMAGE spins the wheel, bringing them on a course toward distant Manhattan.

165 EXT. ORBIT ABOVE EARTH - NIGHT.

WORLD-SHIP ceases rotation.

SURFER halts on his BOARD, the moment of truth has come. He glides to the primary facet, moving fatefully inside...

166 INT. WORLD-SHIP / INNER SANCTUM:

SURFER crouches low on his BOARD... Moving thru kaleidoscopic energy corridors, now throbbing dark, in tones of black and purple.

He arrives in the INNER SANCTUM, finding it EMPTY.

GALACTUS
Have you taken your fill?

(CONTINUED)

166 CONTINUED:

SURFER looks up. GALACTUS floats in the shadowy recesses, playing an ARC of WHITE ENERGY between his thumb and forefinger. He body is dark monotone purple. His eyes stay on the WHITE SPARK, not looking at SURFER.

GALACTUS
Have you gone full drunk with your mortal folly, Silver Surfer? Have you puked it out of yourself yet?

SURFER pivots his BOARD -- facing HUGE GALACTUS -- dropping to one knee.

SURFER
Master... I have strayed for the last time.

GALACTUS offers a stern, paternal gaze. COUNSEL PHACIA appears on a wall, scrutinizing sharply.

COUNSEL PHACIA
Subject exhibits vibrational energy of disloyalty.

GALACTUS
Yes... He has defeated two carefully wrought surrogates. In this, I have made him stronger. Let him savor this new-found strength. In time, I will forge it from mutinous passion into vigorous servitude.

SURFER
You have indeed brought me to discover new power in myself, Master. For that I offer my deepest gratitude.

COUNSEL PHACIA
Subject exhibits insincerity.

GALACTUS
BE STILL, YOU!

GALACTUS flings the SPARK at COUNSEL PHACIA, shutting him up. Restraining rage, he turns to SURFER.

GALACTUS
The time has come to create our future, Most Humble Servant.

(CONTINUED)

166 CONTINUED:

The SKY APERTURE YAWNS OPEN; the ship rotates to face Earth. Missiles stream up from the surface, exploding in silent impotence, their energy absorbed by the world-ship.

GALACTUS beholds this planet, like a hungry hunter poised to carve his roasted boar.

GALACTUS
Look at it... Have I not tailored your task to your talents? This is what you do best, Surfer. By your mortal instincts, you find most succulent worlds...

He reaches for CONSUMPTION CONTROLS. SURFER moves forward, giving pause.

SURFER
My pride, I swallow it. My eternal service I do offer you and gladly. Spare this world and let us be away from it.

COUNSEL PHACIA
Subject displays disrespect.

GALACTUS
Surfer... Avert your eyes if my supping troubles you so. What on this planet could stir such anguish? Another "civilization" on the eve of self-destruction? I offer them a swift end, and for you, I will render it free of pain...

SURFER
If their fate is death by their own doing, then leave them to it. But I believe otherwise. These mortals will solve the riddle of their grim future. By the strength of their spirit, they will endure --

GALACTUS
The losing wager of a hopeless romantic.

SURFER
Master, can you understand the touch of a hand, warm, of flesh and blood?
(more...)

(CONTINUED)

166 CONTINUED:

SURFER (Cont'd)
The illumination of a mortal soul, peering out thru eyes of fragile tissue? Mortals can die, so they yearn to live. You and I laugh at death; in our amusement we have lost the way to feel anything... But for a time, down there, I risked death among them... And I felt alive.

GALACTUS
Surfer! How infected are you by the muck of your mortal tour?

SURFER
Only as much as you would be, Master, after a glimpse at your own death.

There is a long tense silence.

COUNSEL PHACIA
Recommend termination of subject.

GALACTUS LAUGHS OUT LOUD. A hearty, deafening ROAR.

SURFER
With my help, these lowly Earthlings now possess the means to cast you into the Realm of the Nameless Ones...

GALACTUS'S laughter fades to anger.

GALACTUS
No power is greater than the one you presently defy. Stand down Silver Surfer, or be the first to fall.

SURFER
If you can live without me, I am yours to take. But if I fall, it will be with my mortal sisters and brothers. In this matter, I stand with Earth!

SURFER shoots away on his BOARD. GALACTUS tracks him with an ANGRY HAND.

GALACTUS
YOU ARE PATHETIC!

(CONTINUED)

166 CONTINUED:

He HURLS ENERGY at SURFER -- more SPANK that SPEAR -- GRAZING the BOARD, FLINGING SURFER into a WALL, TRIGGERING ERUPTIONS of KALEIDOSCOPIC ENERGY.

BOARD swoops to catch SURFER; together they SPEED AWAY.

GALACTUS SWEEPS ANGRY BEAMS after SURFER -- STRIKING WALLS, setting off CHAOTIC ENERGY REVERBERATIONS thru-out the ship.

But SURFER escapes on his BOARD, returning to Earth.

COUNSEL PHACIA
Commence standard mode of planetary consumption?

GALACTUS SLAPS ENERGY at COUNSEL PHACIA, BLASTING him to SHARDS.

GALACTUS
No, I have something different in mind... Surfer will be tamed. His mortal sympathies will be the whip I bring down upon his back.

With that, he brings the WORLD-SHIP to a THUNDEROUS PITCH of RAGING LIQUID-CRYSTALLINE PURPLE.

167 EXT. ABOVE MANHATTAN / TIMES SQUARE - NIGHT.

SURFER arcs down from space, glancing back at the WORLD-SHIP, as its ENERGY INTENSIFIES.

SURFER'S view of Manhattan zeroes on TIMES SQUARE. He swoops down into it, encountering PANICKED PEOPLE and CRASHED VEHICLES: There is no sign of KAT, LEXI or the others.

SURFER
LEAVE THIS AREA AT ONCE!

PEOPLE CHARGE AWAY, not from the warning, but because they are terrified of SURFER. SEARCHLIGHTS triangulate on him.

MILITARY TANKS drive over taxis and cars, swinging into position -- They OPEN FIRE on SURFER.

SURFER dodges SHELLS as BUILDINGS SHATTERING around him. He surfs thru a dark side street, over more ESCAPING PEOPLE.

(CONTINUED)

167 CONTINUED:

SURFER
DROP YOUR BELONGINGS! LEAVE THE CITY! RETREAT ACROSS THE WATER!

BLINDING PURPLE LIGHT FLOODS the city from above.

WORLD-SHIP rises in brilliance, becoming a PURPLE MIDNIGHT SUN... The WORLD-SHIP splits off FIFTY TETRA-LITHS, which drop FAST toward:

168 EXT. WATERS OFF SOUTHERN MANHATTAN - NIGHT.

TETRA-LITHS arrive over the water with mathematical precision. HOUSE-SIZED DOUBLE-TETRAHEDON NODULES, their facets hypnotic with UNDULATIONS of BLACK and PURPLE ENERGY.

ESCAPING BOATS are blinded and swamped, as their INTENSE ENERGY VAPORIZES WATER, blanketing the bay with HEAVY FOG.

DOZENS of TETRA-LITHS ASSEMBLE into a TOWERING MONOLITH. DEAFENING ROAR, BLAZING LIGHT, as AN IMPOSING FIGURE EMERGES out of the FRONT SURFACE...

GALACTUS, in a rare appearance, has arrived on a planetary surface. He MOVES mid-air over the water, beholding this lowly world, unfazed by the city's petty reactions. His eyes track an OBJECT FLYING toward him over foggy water:

It is SURFER, arriving on his BOARD.

SURFER
I bring final warning! Go now or be cast out of this universe forever!

GALACTUS
I offered a painless taking of this planet, Errant One. Now, witness the depth of mortal suffering you have brought me to deliver.

SURFER moves landward, taunting GALACTUS toward him.

GALACTUS takes the bait, flanked by his TETRA-LITH army. TETRA-LITHS fan out over the water, moving to SURROUND MANHATTAN.

169 EXT. BROOKLYN HARBOR / EAST RIVER - NIGHT.

BOATS speed AWAY from Manhattan thru SPREADING FOG, as a PHALANX of TETRA-LITHS MOVES UP the EAST RIVER.

(CONTINUED)

169 CONTINUED:

Only ONE BOAT plods the opposite way, TOWARD Manhattan:

Its the FBI TRAWLER, piloted full-bore by LT GAMMAGE.

KAT, LEXI, VLADIMIR and KIM-SU wrap TRANSDUCERS in CANVAS duffel bags, strap on ROPES, POWER TOOLS, and SUPPLIES. Knuckling down for urban warfare.

LT GAMMAGE pries a wheel-house cabinet, pulling SHOTGUNS, stuffing his pockets with AMMO.

KAT grabs LEXI'S arm, going wide-eyed. Behind them, thru breaks in the PURPLE STROBING FOG:

SIX HUGE TETRA-LITHS CUT LIKE KNIVES thru the BROOKLYN BRIDGE, dematerializing everything they touch in BLAZES of FRACTALIZED COLOR. Cables snap, road sections vanish: Vehicles and people tumble.

GAMMAGE GUNS the engine, steering them to the 34th street docks. He helps KAT, LEXI, VLADIMIR and KIM-SU ashore with the THREE TRANSDUCERS and CONTROL GEAR. He returns to snag the SHOTGUNS.

KAT

GAMMAGE!

She points behind him: A TETRA-LITH appears thru FOG, COMING RIGHT at the BOAT. NOISE IS DEAFENING, WATER CHURNS and VAPORIZES beneath it, PULLING the BOAT AWAY from the DOCK.

LT GAMMAGE

No, I'm okay, I got it, stay there.

GAMMAGE climbs on the gunwale with the shotguns and JUMPS -- KAT grabs him onto the dock and they hurry to rejoin the others --

TETRA-LITH SUCKS the FBI TUGBOAT INTO its MAELSTROM, DEMATERIALIZING it in a SWIRLING FLASH.

GAMMAGE and KAT, with LEXI, KIM-SU and VLADIMIR, hustle away, as the TETRA-LITH KEEPS COMING, DEMATERIALIZING the concrete docks where they stood.

Up and down the EAST RIVER, TETRA-LITHS move off the water with machine-tool precision, heading into Manhattan streets, VAPORIZING BUILDINGS, CARS and PEOPLE in DAZZLING DISPLAYS of MATTER-TO-ENERGY BREAK-DOWN. Like sand castles engulfed by a rising tide of TECHNICOLOR ACID.

(CONTINUED)

169 CONTINUED:

PAIR of ARMY TANKS FIRE EXPLOSIVE SHELLS at a TETRA-LITH. It's like shooting B-B's at a bulldozer. TETRA-LITH moves over TANKS, DEMATERIALIZING them.

170 EXT. BATTERY PARK - NIGHT.

SURFER flies high over the city, pausing to survey the dire situation below: Manhattan, GIRDED by TETRA-LITHS, destruction progressing inward, like fuses burning from three sides toward the city's center.

SURFER swoops down to confront GALACTUS, as he comes off the water. SCREAMS RIP thru streets, as PEOPLE are vaporized in PAINFUL DEATH.

SURFER
Have you NO MERCY?!

GALACTUS
Their pain is on your account, Silver Surfer. Come with me and it will end.

SURFER, tortured, looks uptown.

SURFER
(to himself)
They will be in Times Square... I know Kat will be there.

He UNLEASHES ENERGY BEAMS at GALACTUS. It's a slap in the face, but enough to ignite GALACTUS'S RAGE and KEEP HIM COMING.

GALACTUS follows SURFER, HURLING SUPERIOR ENERGY BEAMS. SURFER DODGES -- GALACTUS'S BEAMS SLICE into BUILDINGS. SURFER flies up a northbound street, turning GALACTUS toward TIMES SQUARE.

171 EXT. STREET - NIGHT.

As PEOPLE EVACUATE the CITY, ARMY TRUCKS RUSH IN. TRUCK TOPS OPEN and a dozen SECRET URBAN WARFARE DEVICES unfold:

TRIAX BLASTERS - THREE-LEGGED ROBOTIC ASSAULT MACHINES: Each unit -- piloted by a SOLDIER -- deploys a NASTY LASER CANNON. Like mechanical three-legged spiders, they step with surprising speed, over wrecked cars and fallen buildings, toward TETRA-LITHS.

172 EXT. MID-TOWN STREETS - NIGHT.

LT GAMMAGE huffs along, out of breath. KAT thr
garbage cans, clearing the way for LEXI, KIM-SU
VLADIMIR with the three TRANSDUCERS... KAT pau
a fallen street sign...

KAT
TIMES SQUARE IS THIS WAY!

VLADIMIR lowers the TRANSDUCER off his shoulde
a side street. KAT, LEXI and KIM-SU sees what
awesome, hypnotic sight:

A TETRA-LITH moves slowly toward them, DEMATER
church, a department store, everything on both
Matter becomes ENERGY in COLOR-SATURATED SWIRI
unearthly, mesmerizing and completely psychede

KAT snaps out of it, shaking the others.

KAT
DON'T LOOK AT IT! REMEMBER WHAT
SURFER SAID! KEEP MOVING!

KIM-SU
VLADIMIR!!!

They notice, horrified: VLADIMIR has WANDERI
stair, TOWARD the TETRA-LITH, reaching up to
LEXI RUSHES to snatch him back, but LT GAMMA
PULLS HIM CLEAR--

LEXI
NO! VLADIMIR!!!

LT GAMMAGE
DON'T LOOK, SON!

KIM-SU
NOOOO!!!

GAMMAGE snatches up VLADIMIR'S TRANSDUCER a
clear, as:

VLADIMIR, a state of transcendent wonder, i
by the arriving TETRA-LITH.

KAT brings them around a corner, PULLING t
SOMETHING HUGE COMEs at them FROM ABOVE.

CRASH! A TRIAX BLASTER FOOT POUNDS the SI

174 CONTINUED:

LT GAMMAGE waves off concerns about his exhaustion, blinking as he reads the computer map. He looks around, recognizing the buildings.

LT GAMMAGE
Okay, I'll take the south point, here. Show me how this thing works.

LEXI quickly runs down the TRANSDUCER operation:

LEXI
Bolt it to the roof, disengage three hypoid flanges, retract collimator here, activate primer sequence with this, flip on sync switches in reverse order here...

LT GAMMAGE struggles with the technicalities, rattling his brain, nodding.

LEXI
If we don't get all three transducers in place, it will not work.

LT GAMMAGE
No, I got it, don't worry.
(beat...)
You guys know how to blow down a door?

Looks among LEXI, KAT and KIM-SU. LT GAMMAGE hands them each a shotgun.

LT GAMMAGE
Safety here, down is off, stand ten feet back, aim at the hardware, cover your eyes and pull the trigger firmly here. If it jams, open the breech here. Pump it here, it's ready for your next shot.

LEXI looks at his shotgun, trying to remember it all.

KAT
Kim-Su, I'll go with you.

KIM-SU
No, I can handle it. Take the control unit and stay with Lexi.

(CONTINUED)

174 CONTINUED:

With a fateful exchange of looks, they split up and RUN their assigned ways: KIM-SU with ONE TRANSDUCER... GAMMAGE lugs the second... KAT and LEXI with the THIRD TRANSDUCER and the CONTROL GEAR.

KIM-SU arrives at her building, aims her shotgun and FIRES. GLASS SHATTERS, she run inside.

175 EXT. STREETS - NIGHT.

GALACTUS glides forward, stalking SURFER.

SURFER poises on his BOARD, glancing at Times Square behind him. From all sides, TETRA-LITHS eat their way toward the center of the city. SCREAMS of the DYING HUMANS RIP at his SOUL.

SURFER swoops down the side street and LUNGES INTO a COMING TETRA-LITH. The INCREDIBLE ENERGY BLAZES his BODY into SUPER-CHROMATIC SILVER OVERLOAD.

SURFER POWERS his BOARD, SHOVING AGAINST the ENORMOUS TETRA-LITH. Incredibly, he manages to stop its advance and PUSH it BACK.

TETRA-LITH WOBBLES back to an intersection, colliding with another TETRA-LITH: COLLISION emits BLINDING SWIRLS, setting them momentarily off course.

SURFER rockets in the other direction -- crossing in front of GALACTUS -- and SHOVES another TETRA-LITH away from a CROWD, throwing it momentarily off course.

But it's a hopeless task.

GALACTUS LAUGHS, as the TETRA-LITHS recover just as quickly and KEEP MOVING on course...

GALACTUS
Where is this power greater then ME you speak of?! Where is it <u>now</u>?!

176 INT. TIMES SQUARE BUILDING 1 STAIRCASE - NIGHT.

KIM-SU runs UP STEPS, TRANSDUCER slung on her shoulder.

177 INT./EXT. TIMES SQUARE BUILDING 2 - NIGHT.

KAT and LEXI arrive up stairs. LEXI aims the SHOTGUN and BLAM! Bursts into an office. KAT hurls a chair, SMASHES GLASS -- They hop out onto a roof terrace.

(CONTINUED)

177 CONTINUED:

LEXI hurries to set the TRANSDUCER, flipping it open with practiced ease. KAT lays on a BOLT SHOOTER -- PWAP! PWAP! PWAP! -- fixing it to the roof.

Around them spreads a panorama of pyrotechnic devastation, TETRA-LITH HELL coming toward them from all sides of the Manhattan grid.

178 INT. TIMES SQUARE BUILDING 3 STAIRCASE - NIGHT.

LT GAMMAGE HUFFS up the stairs, gasping for breath, sweating like a pig. He pauses to shift the TRANSDUCER on his back. IT SLIPS -- he catches it with sweaty fingertips - but his shotgun slips off his shoulder and PLUMMETS a hundred feet down the stairwell.

GAMMAGE makes a quick choice. He forges upward.

179 EXT. STREETS - NIGHT.

Six TRIAX BLASTERS CLIMB UP building facades, poising around an intersection to FIRE LASERS on GALACTUS.

GALACTUS halts. He slowly rotates, picking off BLASTERS one-by-one, like taking out mosquitoes with a shotgun.

SURFER approaches on his BOARD, troubled. GALACTUS'S progress toward Times Square has STOPPED. But the TETRA-LITHS KEEP COMING...

BLAZZZZZ! A TRIAX BLASTER FIRES at SURFER. He takes a HEAVY HIT, forced to evade fire on his BOARD.

SURFER
Not ME! Can you not see I am here to HELP!?

GALACTUS
You owe your life to THEM, Surfer??...

BLAZZZZ! GALACTUS BLOWS AWAY the last TRIAX BLASTER.

GALACTUS
...Or ME??

SURFER -- wrenched with anguish -- body pulsing with swirls of tetra-lith energy -- rises on his BOARD to FACE GALACTUS. His rage powers a single CRY from the pit of his SOUL:

(CONTINUED)

179 CONTINUED:

SURFER
YOU WILL NOT WIN!

SURFER hurls a WIDE ENERGY BEAM DIRECTLY FROM HIS GUT, BLASTING GALACTUS in the chest.

GALACTUS is surprised, then ENRAGED beyond all reason. His ANGRY EYES LOCK INTENSE BEAMS upon SURFER.

GALACTUS
Their pain will not turn you?! Then have some PAIN all your own, SIlver Surfer!

EYE BEAMS CRIPPLE SURFER with ULTIMATE PAIN. SURFER fights it, managing to stay on his BOARD and MOVE BACKWARD -- toward TIMES SQUARE.

GALACTUS begins moving again, keeping SURFER LOCKED in his EYE-BEAMS...

180 EXT. TOP OF TIMES SQUARE BUILDING 1 - NIGHT.

KIM-SU unfolds her TRANSDUCER and KA-CHUNKS it in place with her BOLT SHOOTER. She speeds thru the start-up sequence, flips SYNC SWITCHES ON.

181 EXT. TERRACE OF TIMES SQUARE BUILDING 2 - NIGHT.

KAT checks the CONTROLLER SCREEN. SYNC INDICATOR for unit ONE pops on. LEXI flips on their TRANSDUCER SYNC SWITCHES. Second SYNC INDICATOR flashes ON. Third indicator remains DARK.

KAT
Where's Gammage?!

They peer over the building edge, wide-eyed:

SURFER glides backward on his BOARD, leading GALACTUS into Times Square. ENERGY FLOW between them is INTENSE and BLINDLY PAINFUL. It's like having a bull on a leash - if the bull charges, it's all over.

KAT
Get ready to start the vortex!

LEXI
We need all three!

182 INT. BUILDING 3 - TOP OF STAIRWELL - NIGHT.

LT GAMMAGE plods to the top of the stairs, ready to have a heart attack... The roof door is heavily PAD-LOCKED. He sets his TRANSDUCER down and SLAMS his SHOULDER into the door. Barely makes a dent. He charges again, BLAM... Nothing. Backs off further, chest heaving and... BLAM... Door hinges weaken slightly.

183 EXT. TIMES SQUARE - NIGHT.

SIX STREETS converge at Times Square -- all six have ROWS of TETRA-LITHS MOVING FORWARD, lining up for the kill.

SURFER stops on his BOARD -- gripped by GALACTUS'S AGONIZINGLY PAINFUL EYE-BEAMS.

SURFER -- nearly blind with PAIN -- lays his head back and looks to a particular building. Deafening NOISE fades to silence... The hint of a smile crosses his metallic face...

>>>SURFER P.O.V.<<< On the building's terrace are two HUMAN FORMS, one GLOWING BRILLIANTLY with a familiar AURA... The tarnished angel...

SURFER
(like thunder)
LET IT BE NOW!

184 EXT. BUILDING 2 ROOF TERRACE - NIGHT.

KAT is ready to SCREAM. TETRA-LITHS burn toward them like mammoth fuses, but the third indicator remains DARK.

KAT & LEXI
GAM-MAGE?!?!?

185 EXT. ROOFTOP 3 - NIGHT.

ROOF DOOR EXPLODES off its hinges: GAMMAGE'S shoulder did the job. He stumbles across the roof with the TRANSDUCER, drops to his knees, sweat in his eyes. He fumbles to unfold it.

His fingers hesitate over high-tech switches, futzing to remember... But finally he DOES, flipping everything correctly ON.

186 EXT. ROOFTOP 2 - NIGHT.

LEXI'S CONTROL SCREEN: Third indicator pops ON.

(CONTINUED)

186 CONTINUED:

LEXI
We're HOT!

KAT
What about SURFER?!

They take cover inside the office, but KAT'S eyes stay on SURFER... And GALACTUS, floating mid-air above Times Square, locked together by PAIN-BEAMS.

LEXI'S finger touches the button, but KAT'S hand holds it back for an extra second... At the TOP OF HER LUNGS, SHE YELLS:

KAT
SURFER! GET AWAY!

187 EXT. TIMES SQUARE - NIGHT.

Thru PAIN, SURFER SEES KAT'S AURA SHIFT and BRIGHTEN...

But so does GALACTUS... His massive EYE-BEAMS shut down... He LOOKS to the rooftops...

GALACTUS SEES the TRANSDUCERS around him.

GALACTUS
YOU DARE LEAD ME INTO A TRAP?!?

GALACTUS SWINGS his hands to BLAST THE TRANSDUCERS.

SURFER PROPELS HIMSELF directly at GALACTUS, SLAMMING HIS MASSIVE FACE with the BOARD.

GALACTUS is stunned. SURFER soars clear. GALACTUS UNLEASHES DEATH BEAMS at SURFER.

SURFER
NOWWWW!

188 EXT. ROOFTOP 2 / OFFICE - NIGHT.

LEXI and KAT -- hands together on the button -- PUSH.

Their TRANSDUCER ACTIVATES.

189 EXT. ROOFTOP 1 - NIGHT.

KIM-SU hunkers in a stairwell: Her TRANSDUCER ACTIVATES.

190 EXT. ROOFTOP 3 - NIGHT.

Third TRANSDUCER ACTIVATES.

GAMMAGE remembers his BOLT SHOOTER. He scrambles to secure the TRANSDUCER to the roof.

191 EXT. TIMES SQUARE - NIGHT.

GALACTUS SHIFTS HIS DEATH BEAMS at a TRANSDUCER, but is baffled. His ENERGY curves UPWARD, missing its mark.

GALACTUS looks up. DISTORTION PATTERNS now link the three TRANSDUCERS... A FRACTAL VORTEX RISES into the SKY ABOVE.

GALACTUS FIRES MORE BEAMS, but all his ENERGY GETS SUCKED STRAIGHT UP into the VORTEX. His BODY begins to WOBBLE. He FIGHTS IT. He goes unstable, his LEGS PULL UPWARD. HIS MASSIVE BODY INVERTS as it RISES.

GALACTUS FIRES ENERGY UPWARD out of his HANDS and FEET, COUNTERING the VORTEX'S PULL. This slows his ASCENT, then momentarily STOPS IT.

192 INT. ROOF TERRACE / OFFICE - NIGHT.

BUILDING'S OUTER WALLS peel away, SUCKED UP the VORTEX. DESKS and CHAIRS FLY out the windows, sucked away.

LEXI grabs for KAT, but she is SUCKED across the office floor. She grabs a floor electrical box, holding by fingertips. LEXI unfurls a rope to her, but it FLAILS WILDLY.

193 EXT. ROOFTOP 3 - NIGHT.

GAMMAGE fights the tug, getting his last bolt in place, before -- WHOOSH -- he is SUCKED away.

But SURFER swoops on his BOARD and PLUCKS SHOCKED GAMMAGE from the sky, fighting the vortex.

LT GAMMAGE
JESUS H. CHRIST!!!

GAMMAGE and SURFER CLING to one another, equally surprised, as SURFER banks them clear of the vortex rim.

194 EXT. TIMES SQUARE - NIGHT.

BUSES, CARS, THEATER MARQUEES -- Everything is SUCKED UP the VORTEX in a BLAZE of DUSTY LIGHT...

(CONTINUED)

194 CONTINUED:

But GALACTUS FIGHTS it, seeing around him:

TETRA-LITHS, coming at him from all directions, PULLED down six streets by the VORTEX.

HWAAAM! BLAM! BOOOSH!

TETRA-LITHS PUMMEL GALACTUS from all sides, bouncing up his body as they are SUCKED away by the VORTEX.

GALACTUS is left scarred and weakened. His COLOR drains away to MONOCHROME. He notices a GASH on his shoulder, OOZING METALLIC BLOOD, its drip tug away into the vortex.

GALACTUS touches his BLOOD, weakened, energy dwindling fast... He looks up....

The VORTEX OPENS into an UNEXPECTEDLY SERENE VIEW: A SYSTEM of CRYPTICALLY-INSCRIBED TIME-SPACE TUNNELS, REACHING off to INFINITY.

195 EXT. ROOFTOP 1 - NIGHT.

ROOF STAIR ENCLOSURE weakens around KIM-SU. She reacts, but TOO LATE. ENCLOSURE is RIPPED APART, SUCKED into the VORTEX.

KIM-SU hang onto a rail, but it weakens.

SURFER FLIES in, snags her onto his BOARD with GAMMAGE, flies them wide of the vortex.

196 EXT. ROOF TERRACE / OFFICE - NIGHT.

KAT'S grabs LEXI'S rope, as the force SUCKS her toward the window. ROPE PULLS TIGHT and FRAYS. LEXI holds rope, vortex DRAGS him across the floor as well.

WHOOSH! SURFER sails in the rear of the office, drops KIM-SU and GAMMAGE to safety and FLIES at KAT and LEXI.

SURFER LEAPS off BOARD, goes airborne toward KAT.

BOARD stabs into floor ahead of LEXI; he falls against it. Pulls rope tight, but:

ROPE SNAPS.

KAT flies out the window.

(CONTINUED)

196 CONTINUED:

SURFER LEAPS, grabs window frame, SNATCHES KAT with his forward hand.

SURFER and KAT make harrowing eye contact. She is PULLED HARDER and HARDER. Her SWEATY FLESH-AND-BLOOD HAND SLIPS on the SLEEK SURFACE of his SILVER METAL HAND.

SURFER'S OTHER HAND grips the window frame, but his energy begins to MELT IT.

They are moments from being LOST TOGETHER.

But from the BLAZING SWIRL of DEBRIS above them comes a HUGE, AWESOME HAND.

GALACTUS BURNS OFF the last of his energy, maneuvering toward KAT, FINGERS COMING DOWN AT HER...

KAT SCREAMS -- SURFER sees GALACTUS'S eyes and knows...

The MIGHTY HAND PUSHES KAT into SURFER'S arms. SURFER holds her tight, regaining his grip on the window frame. They clutch each tightly, watching the awesome sight of:

GALACTUS'S EYES, STOIC AS EVER, BUT CHANGED SOMEHOW... His energy spent, he is swept away by the VORTEX. A tragic golem, lifted into oblivion by the winds of fate...

TRANSDUCERS wrench off rooftops and fly up inside the VORTEX. Like a cosmic sock pulled up inside itself, it retracts up into space.

SURFER and KAT remain locked in each other's arms -- as close as they've ever been -- and a flicker of primal communion passes between them. - - -

197 EXT. EARTH / SPACE - NIGHT.

VORTEX closes from the bottom up, a WHITE HOT SHAPED CHARGE accelerating across space, FLARING BRIGHT as it DEMATERIALIZES from this universe.

WORLD-SHIP floats rudderless nearby, its colors gone dull.

198 INT. WORLD-SHIP INNER SANCTUM

COUNSEL PHACIA senses something amiss.

COUNSEL PHACIA
Indications of cohesion failure...
Cohesion fail--

(CONTINUED)

198 CONTINUED:

And without Galactus, every panel and slab of the WORLD-SHIP begins to DEMATERIALIZE...

199 EXT. UPPER ATMOSPHERE - DAWN BREAKING.

World-ship crumples in upon itself, going dull gray, then HOT BLACK... Evaporating soon into nothingness...

The golden rays of dawn break thru heavenly clouds, casting warm beams down upon the city below:

200 EXT. STREETS OF RUINED MANHATTAN - DAWN.

SURVIVORS emerge from the ashes. All is quiet, as dawn brings the devastation into full relief.

Thru the ruins step bruised and bloodied KAT and LEXI, KIM-SU and LT GAMMAGE. They tie on crude bandages and survey the remains of the city.

KAT looks overhead, nearby...

SURFER flies alone on his BOARD, scanning the destruction with deep remorse. He brings his BOARD to rest on a heap of rubble. He kneels, dropping his head in his hands. The low sun reflects sad orange over his silver contours.

KAT climbs up the rubble, kneeling at his side.

KAT
It took a while for me to figure you out. It might take the rest of the world even longer.

SURFER
All of this death and destruction. Those who blame me are not wrong.

KAT
But they're alive because of you. They owe you bigtime. Sooner or later Galactus would have come to destroy us... But now, no one in the whole Universe has to worry about him... I can make people understand that.

SURFER looks up. Studies her mortal eyes.

(CONTINUED)

200 CONTINUED:

SURFER
Fate has given me the power to travel the stars, you have given me the will to act on my mortal conscience. So many worlds have suffered in the wake of my coming. But now, I will cross the cosmos to help planets flourish and survive...

KAT
But you can help this planet. You can stay here.

SURFER
I cannot be more than what I am, or less... Worlds exist out there needier that yours, I have seen them, I must go to them... I leave Earth in good hands. Many willful souls dwell here, more than you know. Hidden, misguided perhaps, numb, devoid of hope... But enough to awaken in times of darkness and risk their lives for the sake of everyone's future... Souls like you.

He rises and looks skyward, preparing to leave.

SURFER
To me board...

BOARD slides forth, he steps on. KAT rises, coming closer.

KAT
Surfer... Will you ever come back?

He stops, looks at her.

SURFER
Perhaps...

But perhaps not...

KAT'S eyes well up, she reaches a hand to him...

KAT
Thank you.

SURFER hesitates, then takes her flesh hand in his silver hand.

(CONTINUED)

200 CONTINUED:

And with the touch, his metallic fingers devolve for a moment into FLESH.

They see it happening, and KAT grips tighter. SURFER resists the transformation, stalling it... But then...

For a few breathless moment, he allows his body to revert to MORTAL FORM... His eyes are the last to change, changing from metallic foil irises to vulnerable flesh.

And they pull closer, bringing their lips together for a single farewell kiss...

But too soon, it's finished... SURFER lets go of KAT'S hand, and his body once again becomes RADIANT SILVER.

He steps on his BOARD and FLIES AWAY.

KAT rejoining LEXI and KIM-SU. LT GAMMAGE gathers them in his arms and they watch:

SILVER SURFER, circling above them in a POWER CURVE, LEANING his BODY INWARD, PERFECTLY BALANCED, HANDS OUT-STRETCHED... Two accelerating circles, then a third, as struts his cosmic stuff, then... Trails an OPEN HAND of glad tidings, as he SHOOTS into the MORNING SKY...

And we move into KAT'S eyes as she watches him go... She squints slightly, not realizing it... The subtlest hint, her irises flash to METALLIC FOIL... She shivers and blinks, not knowing quite why, as tears tumble down her cheeks...

201 EXT. SPACE / AWAY FROM EARTH:

We rise with SURFER, turning with him, as he pitches forward on his BOARD, building incredible speed... Forging his way alone, into the depths of the cold starry void...

THE END